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January 6, 2022

Courtney Aladro, Chief of Charities Division
Jonathan Green, Deputy Chief of Charities Division
Office of the Attorney General
One Ashburton Place
Boston, MA 02108

RE: OLGH, Inc. upcoming Section 8A(c) Notification and Dissolution

Dear Courtney Aladro and Jonathan Green,

As an OLGH permanent resident with pending eviction, I am writing to you about the upcoming Section 8A that will determine whether or not Our Lady's Guild House SRO will survive. This unvetted letter comes strictly my own non-expert standpoint. I am not speaking for the OLGH Coalition and I'm responsible for any factual errors or legal misunderstandings. My thoughts are informed by my efforts since May, 2018 to restore the building to its mission, gathering materials for investigations, and recent research on dissolution including your Guidelines. I do bring an accountant's understanding of the issues around fair market value and transfer payments which zero out a charity's balance sheet to enable dissolution.

First I want to thank you and Shafaq for holding off my eviction since January of 2019. I appreciate it so much and wish that twenty women who left the building by their July, 2018 deadline had remained and resisted. They did not want to face eviction.

This letter is in anticipation of the Section 8A Notice that Kevin Conroy will present to you when the OLGH, Inc. board has selected a buyer for the property. Because the sale is in a conflict of interest with the charitable purpose of OLGH, Inc., he can only make false claims throughout the Section 8A in his attempt to justify a sale. So my purpose in this letter is to address all aspects of the upcoming Section 8A notice truthfully so that his potential representations will not be accepted at face value.

I recently attended an informational zoom meeting with Jean Pineda, the Colliers selling agent, about the bid solicitation. She said that based on conversations she'd had—with Foley Hoag, since she had spoken just once to "the client," Mother Janice Zdunczyk—it was her general impression that "the AGO is just happy it's going to be affordable housing." She went on to say that other than getting AGO approval for the sale, the client's only concern is "cash to the client." (She also said that realistically, she expected a maximum of 75% to 80% of the building to be affordable housing.)

My understanding is that you feel you have no authority over to whom the building is sold and that your role is only to ensure that the building is sold for fair market value. I agree. Who the arms-length buyer would be and what they would do with the building is irrelevant from a public charities standpoint. But upon Section 8A notification, you do have enforcement authority over whether the building is sold at all. That is the critical question: Should the building should be transferred to another charity or liquidated by a market sale? Unless *cy pres* doctrine applies, liquidation is betrayal of charitable trust.

By the plan to sell its only asset, the board has committed to dissolution, regardless of whether a dissolution distribution plan is disclosed with the Section 8A. (Clearly there is no contemplation of purchasing a new building for the SRO.) Given that you are administering a dissolution disposition of the sole charitable asset, I ask you to oppose a sale, no matter who the buyer is, because the original charitable purpose of the building is plainly possible and the historic building is inseparable from its purpose, as illustrated by its antique bronze name plate.

As I understand charities law regarding dissolution, there are only two options for disposition of a sole asset such as Our Lady's Guild House building: an arms-length fair market value sale to liquidate assets followed by donation of all funds to a charity serving a similar purpose; or a donation transfer of the building to a charity that will further the purpose. I see no legal basis for sale at any price to another charity in a dissolution.

If the buyer chosen is a for-profit, the burden is on Kevin Conroy to demonstrate that the original intended purpose of the building has become impossible. He can't. But even if he managed to do that, he would then have to reveal and justify

the distribution plan for OLGH, Inc.'s net remaining funds after receipt of sale proceeds. It would be that distribution of funds, not a buyer's use of the building, that would be relevant to furtherance of charitable purpose.

If the buyer chosen is a housing charity which can agree to continue use of the building for its original intended purpose then it must be an ordinary dissolution transfer of net assets—a donation—not a market sale. The transfer payment would be OLGH, Inc.'s net remaining liabilities.

I have wondered, how it has come to be that three years after the OLGH group filed its enforcement request and ample evidence has been gathered, no enforcement has taken place regarding discrimination, unjust evictions or abandonment of mission? I now realize now, from lookin at charities law, that AGO enforcement power is based upon review and approval of required filings; at the inception of a charity (before), throughout its life (during), and, most crucially, at dissolution (after). Before and during, OLGH, Inc.made no filings at all. It never registered or submitted corporate documents and bylaws, filed financial reports, gave notice of material changes from amended bylaws or changed use of the building for market-rate student rentals. As a corporation it was misregistered as a church organization. Only by the residents' request for enforcement action in 2018 did the rooming house even cross your radar.

As I see it, the enforcement request was directed to the Civil Rights Division, not Public Charities, because there was an urgent situation of blatant discrimination, imminent evictions and past harms to scores of women. But these were only the means to pivot to a new, uncharitable use of the building. While Shafaq could negotiate for individual in-kind damages and hope to partially restore the building to its mission through set-aside reparations, he told me that Civil Rights enforcement alone cannot de-gentrify a building; landlords will simply continue to discriminate informally. He couldn't address the hike to market rents, exclusionary policies, erection of financial obstacles to low-income renters, the board's delegation of the building to Roos and inurement of private benefits. He couldn't address board disloyalty and abandonment of mission head-on. After lengthy negotiations, even the civil rights settlement process was halted.

OLGH, Inc. made its first-ever partial and faulty AGO filings only under your Public Charities investigation. So it is only now, at the point of dissolution (after), that you have OLGH filings that trigger your power to safeguard charitable trust. In the upcoming Section 8A review, by your authority to "enforce the due application of funds given or appropriated to public charities within the commonwealth and prevent breaches of trust in the administration thereof" you can:

1) Preserve the historic charitable asset, Our Lady's Guild House, as an affordable SRO rooming house dedicated to the welfare of women, its operation uninterrupted;

2) Restore its recently abandoned charitable purpose in resolution of the Public Charities investigation you initiated in Spring, 2020;

3) Address social injustice and reparations for housing discrimination, mass displacements and ongoing denial of access that Tara Dunn and Shafaq Islam have investigated/negotiated since January, 2019;

4) Assure permanent housing security to seven elder women residents with evictions pending who have struggled to restore the rooming house to its mission since May, 2018, working hard in the face of harassment and retaliation while gathering abundant information and testimony for both AGO investigations.

A sale would turn *cy pres* doctrine on its head. The mission of the building is possible. Only a market sale liquidation would render it impossible. The board's own Offering Memorandum testifies that the building is well maintained, recently renovated, financially healthy with a positive cash flow, fully occupied and affordable at 40% area median income (AMI). The only impediment is the board itself, which systematically denies low-income Boston women access to the existing rooms. Dissolution will solve that problem.

To reverse engineer the logic of a sale, what charitable reason can the board give for selling the building instead of transferring it to a Massachusetts housing non-profit? The board's claimed aim of furthering affordable housing in the Fenway area (as if it didn't already exist!) would be better achieved by transferring the building to a housing charity. Any sale simply burdens the building with debt and drives up the capital and operating cost per unit. Massachusetts would retain the full value of the building as a charitable asset. Sale serves one purpose only, and it's not charitable: capital gains.

Filling gaps left by market forces and government policy is an essential function of the independant charitable realm. The benefits of communal housing is one such gap. OLGH uniquely meets not only economic, but social and spiritual needs of single women, particularly elders, that neither market nor government address. As naturally affordable housing, OLGH serves the underlying purpose of all public charities: to lessen the burdens of government. By sale to a for-profit for conversion to apartments, Massachusetts would replace affordable housing provided as charity with affordable housing provided for profit. The Offering Memorandum projects nearly a million in annual profits to developers.

I propose that you administer transfer to an appropriate recipient charity based upon a commitment to preserve the value, purpose, architecture and art of the building as an affordable SRO for women.

I urgently propose that you put the building into receivership of the chosen recipient immediately, in support of the Civil Rights Division, because the board has refused to dismiss discrimination-based evictions or to end formal policies which Massachusetts Commission Against Discrimination has found are probable cause for intentional age discrimination by disparate impact. In his letter to residents dated October 4, 2021 Kevin Conroy stated that there would be no changes in management, i.e. Marc Roos and discriminatory practices will continue throughout the disposition process. Low-income Boston women need immediate access to Our Lady's Guild House rooms as they become available.

Since the demographic survey taken in October, 2019, discrimination has only intensified. Actions that are illegal and contrary to public policy by the board violate their duty of loyalty to the corporation. In the zoom meeting I attended, Jean Pineda stated that the building currently houses 117 college students (a confidential list of resident information is available to prospective buyers). After adjusting for a conservative 5% vacancy rate (-7 rooms) and subtracting tenants with evictions pending (-7 rooms) the population is 95% college students. (117/(137-14) = 95%.) So roughly 95% of the building is between 18 and 25 years of age. Disparate impact policies alone could not have achieved such exclusion; they are shored up by informal rental discrimination under the current board by proxy Marc Roos. In 2009-2010, prior to the policies, only 12% of the residents were under 30. By 2019, the number of women over 40 had dropped from 70% to 5%. Jean Pineda refered to the building as "student housing" and used the fact that students' leases end in June as a selling point as to low-to-no tenant relocation costs.

Concerning transfer payment, a thorough audit of net remaining liabilities is necessary. The DM, Inc. loan balance is uncorroborated and discrepant, and there are potential receivables to OLGH, Inc. from both the board and Marc Roos. I also propose exploring whether the pending Civil Rights Division settlement might be achieved through adjustment of the transfer payment (thereby assigning liability for discrimination to board members and Marc Roos) since the transfer would end the evictions and discriminatory practices.

A less-than-voluntary dissolution

"The nature and circumstances of these transactions vary widely..."

~ AG Guidelines

The sale is part of a transfer and dissolution plan which is a strategic maneuver by the OLGH, Inc. Board in a decade-long battle over whether Our Lady's Guild House will be restored to its intended purpose from the exclusionary, non-charitable purpose adopted in 2012.

<u>The plan as a set of claims and legal strategy for the board would:</u>

1) **Resist** a return to mission by killing off the charity altogether;

2) Allow directors to **Escape** liability in pending lawsuit and AGO settlements; block any AGO-administered transfer; neutralize scandal of mass displacements through the use-restriction to affordable housing;

3) **Retaliate** against seven residents they have sought to evict since 2017-18, who dug in and pressed claims of discrimination and abandonment of mission;

<u>If OLGH, Inc.'s remaining net assets were distributed to DM, Inc. the board members would:</u>

4) **Appropriate** the net remaining value of OLGH, Inc. augmented by millions in capital gains to their own Order;

5) **Withdraw**. This is the only legitimate aim. The corporation should have dissolved in 2012. They evaded and sought retirement through delegation of the building to a private realtor to his profit.

ROAD MAP

For a pre-review of anticipated Section 8A Notice

in accordance with AG Guidelines on Notice Requirements of G.L.C. 180, S8(c)

A. Preliminary: Summary of charities law

B. Description of the property

C. Original intended charitable purpose

D. Price: Is fair market value actually demonstrated?

E. Buyer: Are all finalists revealed? Any runner-up non-profits?

F. Distribution of proceeds: Ultimate dissolution distribution must be revealed now.

G. Assessment of dissolution plan ~ Scenario #1: with distribution to DM, Inc.

H. Assessment of dissolution plan ~ Scenario #2: distribution unknown

I. Justification for sale in the light of a *cy pres* test: Transfer or liquidate?
Has the property's intended charitable purpose become impossible?
Would liquidation render the asset's charitable purpose impossible?

J. Proposition: The plan is an implicit request for exemption from enforcement of public charities law.

K. Proposition: The plan unlawfully severs the concept of charity from purpose and conflates charities with for-profits.

L. Proposition: The plan proposes a cost-benefit analysis by which a claimed benefit to the City of Boston outweighs the the cost of violating charities law.

M. Accounting: cost-benefit analysis of market sale and HUD-funded conversion to apartments:
What are actual benefits to public?
What are actual costs to public?

N. If the property were sold, could OLGH, Inc.'s net remaining assets be distributed to DM?
Tests of recipient's similarity, jurisdiction, conflicts of interest, *cy pres* doctrine status and reputation.

O. Related party conflicts regarding marketing process, Section 8A and dissolution filings in regards to realtor and legal representation

P. Conclusion: If not affordable housing, what interest does the proposed sale serve?

A. SUMMARY OF PUBLIC CHARITIES LAW

Safeguarding the dual charitable trust in financial value and original intended purpose.

Mechanisms of AGO charities law enforcment in the lifecycle of a public charity: Filings enforce law by requirements for approval, deterrence, and imposition of liability.

Before: Massachusetts AGO charity registration accompanied by IRS form 1023, determination letter, corporate articles of incorporation, bylaws and supporting materials;

During: Annual filings of IRS Form 990, Massachusetts Form PC, audited financial statements; Section 8A notice of disposition of significant assets or material change in the nature of activities; citizen requests for enforcement action;

After (Dissolution): Section 8A Notice, petition for dissolution and plan for distribution of remaining net assets, IRS final 990, Massachuetts final PC. The AGO and SJC must be satisfied that the charity's net funds, property and assets remaining after satisfaction of its lawful liabilities will be transferred to a public charity for similar public charitable purposes.

Principles preventing breach of charitable trust in value and purpose

1. A forming charity must permanently dedicate its charitable assets to charity: At inception, a charity must agree to distribute all its assets to another 501(c)(3) organization in accord with state charities law at dissolution. ***(value)***

2. A charity must not inure benefit to related parties, engage in excess benefit transactions, or use charitable assets to serve private interests. A related party is an officer, director, trustee, or management employee of the charity. ***(value)***

3. Under *Cy Pres* Doctrine, original intended purpose must be sustained "as nearly as possible." If the original intended charitable purpose is or becomes unlawful, impossible or impracticable to carry out, or if the property is wastefully under-utilized, the court will direct application of the property to a charitable purpose that is "as near as possible" to the originally designated purpose. ***(purpose)***

4. A charity must notify the AGO and gain approval before disposition of significant assets resulting in material changes in the nature of its activities. Section 8A(c) Notice at least 30 days before making transfer, sale, lease, exchange or other disposition of all its property and assets if [it] will result in a material change in the nature of the activities conducted by the corporation or fundamentally alter its operations (i.e. charitable purpose). An ongoing charity may sell a significant charitable asset to gain funds to purchase a similar asset that will be used serve the charity's original purpose. This requirement specifically prevents abandonment of original intended charitable purpose. ***(value and purpose)***

5. A charity must notify the AGO and gain approval before affiliating or amending bylaws to result in transfer of assets or material changes in the nature of its activities. 8A(c) Notice is required for affiliation with another charitable organization, such as parent-subsidiary relationship, by means of bylaw amendments, overlapping boards if [it] will result in a transfer of substantially all of the charity's property or assets and a material change in the nature of the activities conducted by the charity (i.e. charitable purpose). ***(value and purpose)***

6. Sale of assets should be at arm's length between unrelated parties to prevent inappropriate benefit by relationship with charity. ***(value)***

7. Sale of assets to private parties must be at fair market value. Assets can be sold to a for-profit only at fair market value demonstrated by independent appraisal or other means. ***(value)***

8. A charity that is an ongoing concern must petition the SJC for permission before transferring assets to another charity for below fair market value. Includes sale of assets and donations of funds. ***(purpose)***

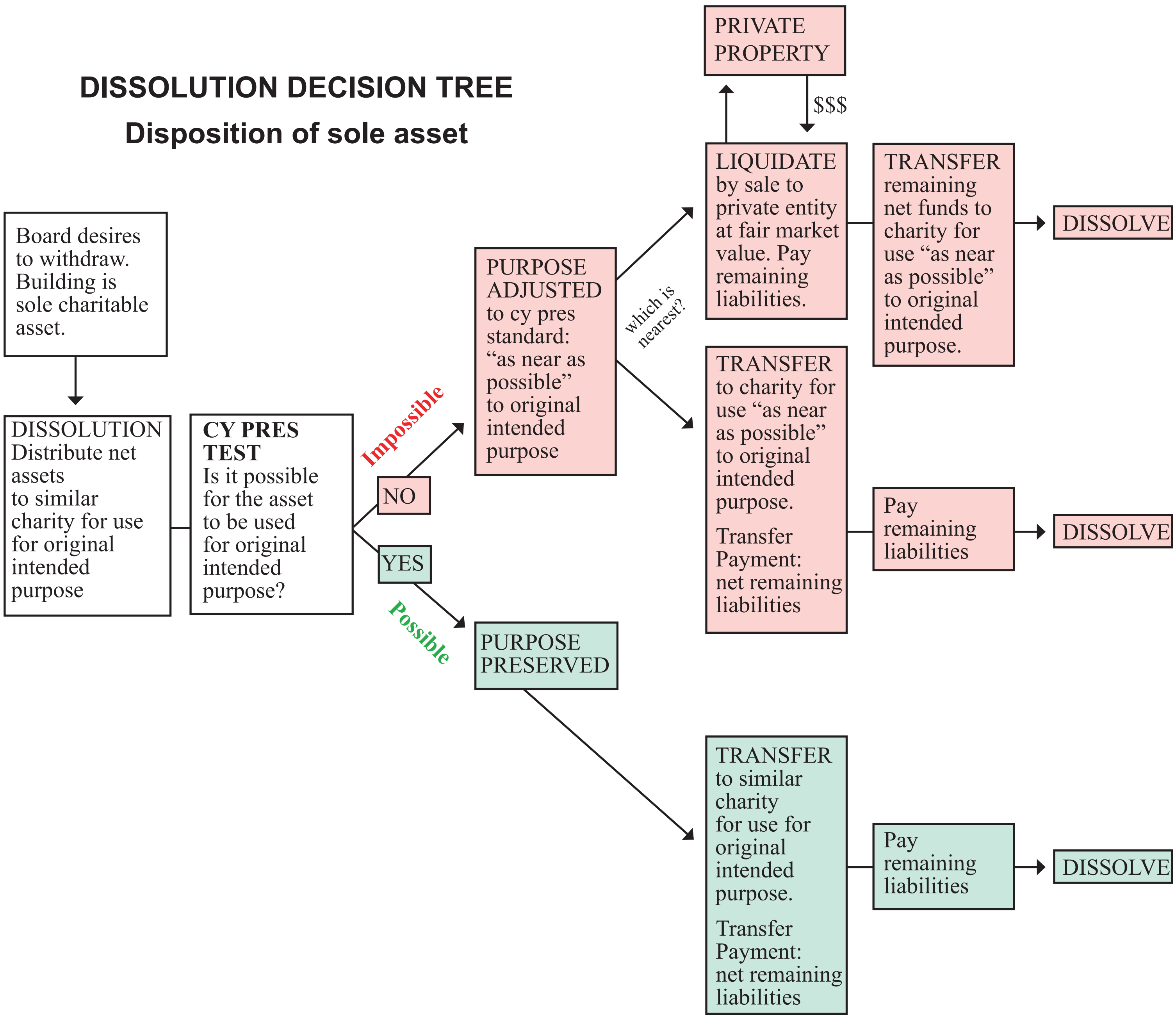
9. Use of proceeds is critical aspect of a proposed sale. If proceeds will be used for new or materially different activities or if the charity will cease to operate, a full description of how the funds will be used is necessary. ***(purpose and value)***

10. A dissolving public charity must distribute all its remaining assets to non-profit, charitable organizations that either have a similar mission or agree to use the assets for such a mission. ***(purpose)***

11. In dissolution, a charity recipient of assets must be an independent Massachusetts charity. The AGO must have unimpeded enforcement power over all Massachusetts charitable assets.***(value and purpose / jurisdiction)***

SAFEGUARDING MASSACHUSETTS CHARITABLE VALUE AND PURPOSE

By all paths, charitable assets are distributed to a Massachusetts charity for use for original intended purpose, or if the originally intend purpose has become impossible, for a purpose as near as possible according to *cy pres* doctrine.



B. Description of the Property:

In the 1940's Boston's leading Catholic women and organizations suggested to Archbishop Richard J. Cushing that a Catholic hotel for women in downtown Boston would meet "a much wanted need." He concurred and in 1946 he purchased the six-story Gralyn Hotel at 20 Charlesgate West in Boston and christened it "Our Lady's Guild House." He renovated the building and constructed a chapel spanning the 75-foot width of the rear first floor. In 1947 he created a charitable corporation to own the building, formed its mission and became its president. He enlisted nuns from the DM Order to staff and conduct the rooming house, based on their experience staffing two Catholic SROs in NYC. DM nuns joined him as other directors, four of whom had already moved into the building to perform service there. Although the corporation was a separate, fully-independent Massachusetts corporation, it was initially named Daughters of Mary of the Immaculate Conception, Inc.. as DM nuns were to serve and minister there. In 1981 the corporate name was amended to Our Lady's Guild House, Inc.

On permits taken out shortly after purchase, the value of the building is listed as $380,000 before a listed value of $20,000 in renovations for a total value of $400,000. As far as I know, the Archbishop granted seed money of $40,000 (10% of capital cost) by transferring the building to the new corporation at the cost of $360,000, and he likely also donated initial working capital. The Archdiocese of Boston offered a 36-year mortgage loan, collateralized by the building, with minimum annual principle payments of $10,000. Nuns originally lived in the building and cooked community meals for residents served in the first floor dining hall as apostolate service. It appears that OLGH, Inc. paid service fees to the DM Order's motherhouse for the staffing, which ended in the 1980's when the DM's membership dwindled and nuns were replaced by a paid secular administrator and staff. *(Documents available on request.)*

Built around an inner courtyard, the building has shared kitchens, kitchenettes and bathrooms on the residential floors (two through six), with wide hallway common areas with tables and chairs for reading or socializing and resident storage closets on each floor. A large laundry room, bicycle storage room, resident storage room and maintance office are in the basement. The ground floor has over three thousand square feet of common area, including the chapel, two kitchens, a large dining hall with a grand piano, a conference room and a living room with a large screen TV. The historic hotel lobby has high ceilings with fine woodwork detail, a thirty-foot renaissance-style religious mural, a marble-topped concierge station, a mail room and antique brass mailboxes and two administrative offices. Catholic statues, pictures, obects and books are found throughout the building.

C. Original intended charitable purpose:

Conceived by women for women, the charitable purpose is to provide a lodging house for the religious, spiritual, social, financial and physical welfare of women. Our Lady's Guild House is the customized, architectural embodiment of the charity's mission. The following elements combine to create a unique, inclusive community and haven for single women.

- **Religious/spiritual foundation**
- **Boston** *"in the city proper"*
- **Women**
- **Traditional SRO housing** *"hotel", "lodging house", "home", "quarters"*
- **Affordable, at no profit** *"not a traditional landlord/tenant relationship"*
- **Both permanent and short-stay residency** *flexible and unlimited length stay*
- **Single** *SRO entails one-person household*
- **Communal facilities** *shared kitchens, baths, ample common areas, chapel*
- **All ages (above 18 years)** *no exclusions*
- **All occupations** *students, working and retired women*
- **Low-to-moderate income** *naturally occurring affordability*
- **Community-oriented** *ample furnished common areas on every floor*
- **Ecumenical spiritual atmosphere** *"all creeds" "a religious atmosphere" "peaceful and safe"*

D. Price: Demonstration that price attains fair market value.

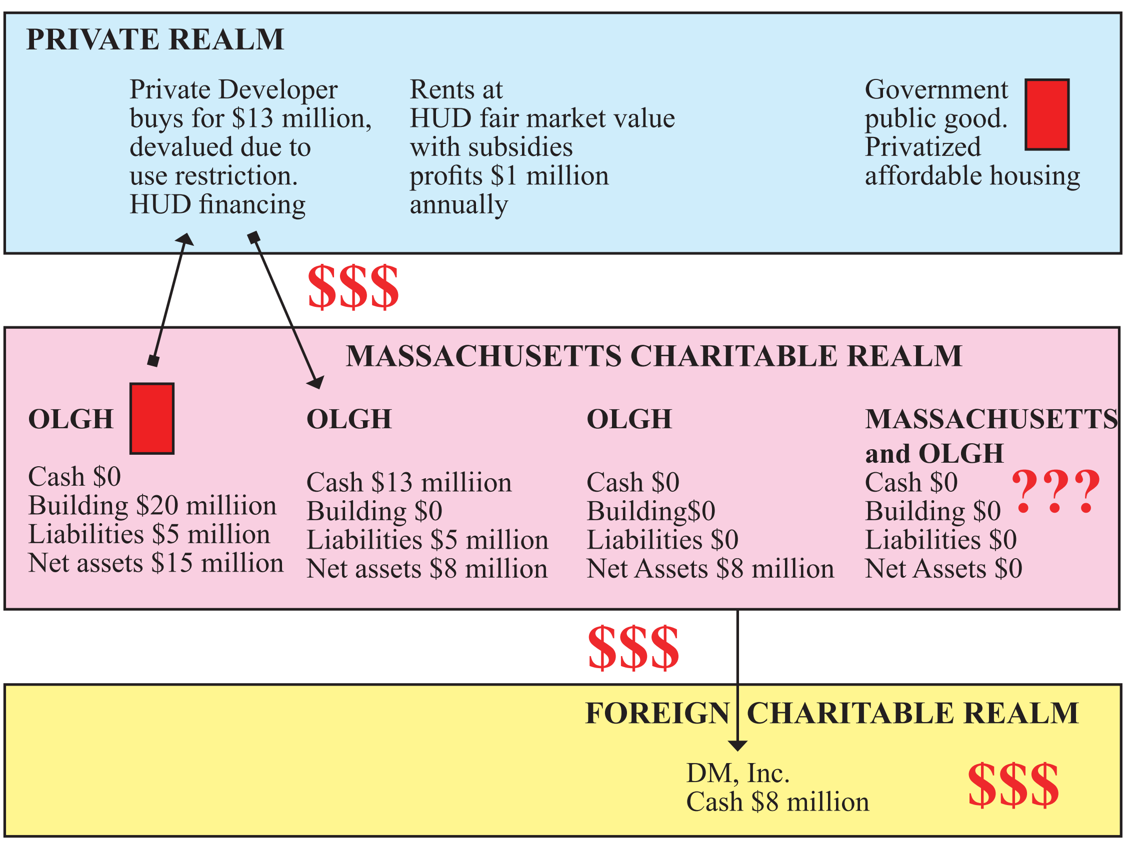
The sale price will be significantly below fair market value. What disappears from view is that the OLGH, Inc. board deliberately set sale terms that reduced the value of the building before it went to market. By imposing a deeded use-restriction to affordable housing as a condition of sale, the board reduced the sale price by approximately 35%. The sale price is market value for a use-restricted building, but is not the full fair market value of the asset. The building sits at a prime location for luxury development, as the Offering Memorandum points out. Fair Market Value is an ironclad requirement ruling sale of a charitable asset to any for-profit entity.

In relation to charities law, to use-restrict the building is simply a purposeful financial loss to the charity. If the fair market value of the unrestricted building is $20 million, the use-restriction reduces the price to $13 million with a loss in realizable value to OLGH, Inc. of $7 million. The inurement of benefit is not to the buyers. They would pay the fair market value for a use-restricted building.

Clearly OLGH has lost $7 million in asset value. But to whose benefit? It benefits the insiders who chose to devalue the building in a seeming goodwill gesture to the city as they exit. Again, the building is *already* affordable housing. DM, Inc., a dissimilar, out-of-state charity, hoped to gain, by means of the use-restricted sale and the illusion it creates, justification to receive all OLGH, Inc.'s remaining assets after the sale, despite lack of eligibility to receive the assets. This is a significant related party benefit as an in-kind transaction. It's worth it to the DM Order to knock $7 million off the sale price in hopes of gaining millions in capital gains. The sale evades a transfer to an appropriate charity (or if a market sale was actually necessary, distribution of funds to an appropriate charity).

In fact, Mother Zdunczyk was well aware that a appropriate transfer recipient sought to acquire and preserve the original purpose of Our Lady's Guild House with no interruption in the program. She refused to respond to messages over a period of months. The OLGH Coalition's September press release urging an AGO administered transfer to the charity may well have triggered the sale. I have personal knowledge that she knew of this opportunity to transfer because I wrote a certified letter appealing to her to save the SRO by transfer to this entity. Following receipt of the letter, she refused to have a phone conversation with me.

Even if DM, Inc. is not the proposed recipient of OLGH, Inc., the loss in the value of OLGH, Inc.'s remaining net assets would occur, and transfer of net remaining assets to a qualified recipient charity would be reduced by $7 million. To illustrate: If OLGH, Inc. were not dissolving, but sold the building to relocate, receiving $13 million instead of $20 million would deny OLGH, Inc. adequate funds to buy an equivalent, downtown hotel building at fair market value of $20 million. The loss through sale with a use-restriction, though unaccounted for and obscured, would have real financial consequences to Massachusetts charitable value.



E. Buyer: All finalists should be revealed. Disposition is a step to dissolution.

The Offering Memorandum solicited bids broadly from affordable housing organizations. It's important to know all finalist bidders to assess the decision to sell rather than transfer the building. If the buyer is a for-profit, was it chosen over finalist non-profits in a dissolution process?

If the buyer is a for-profit, the sale should be opposed because there is no *cy pres* doctrine justification for liquidation and the sale is a breach of charitable trust.

In fact, the buyer in this dissolution market sale of the sole asset can <u>only</u> be a for-profit affordable housing developer.

If a public charity is proposed as the buyer the concept of fair market value is no longer relevant. A dissolution disposition of a sole charitable asset to a public charity must be a transfer for payment of net remaining liabilities. A sale would leave the dissolving charity with undistributed assets which logically should be distributed back to the charity acquiring the asset (which is equivalent to a transfer).

If a public charity is proposed, or if a runner up finalist is a non-profit, the question becomes, does this charity have a similar purpose to OLGH, Inc. and will it agree to maintain its original intended purpose, an SRO for women? If so, this is a good candidate for transfer of the building for payment of net liabilities.

In the case of charity that is a going concern, significant assets can be sold for fair market value to another charity, regardless of its purpose, if sale proceeds will be used to maintain the original purpose, for example, to buy a new hotel for use as an SRO for women. And if an ongoing charity sells below fair market value to another, potentially dissimilar charity it must petition the SJC for permission and provide an explanation for the lower prices. But these legitimate inter-charity sales by ongoing concerns don't apply to this situation, because without the building, OLGH, Inc. must dissolve. There is no potential breach of purpose as in sales between ongoing charities having dissimilar purposes.

F. Distribution of proceeds: The entire dissolution plan must be revealed.

> *Use of proceeds is a critical aspect of a proposed sale... if the charity will cease to operate, a full description of how the funds will be used is necessary.*
>
> *~ AG Guidelines*

OLGH, Inc. can only dissolve following sale of its sole asset, even if a petition for dissolution is delayed. Clearly there is no intent to replace the building and continue the program.The sale proceeds would belong to OLGH, Inc.only in transit to distribution to another charity in the form of net remaining assets. The ultimate distribution of proceeds must inform interrogation of the decision to liquidate the SRO rather than preserving it by transfer to a committed recipient charity.

Does the decision to sell serve the charitable purpose of OLGH, Inc. or a conflicting related party interest?

$$$ → $$$

President
Board of Directors
Our Lady's Guild House

Janice Zdunzcyk

President
Board of Directors
Daughters of Mary

Janice Zdunzcyk

Mother Superior
Daughters of Mary of the
Immaculate Conception

Janice Zdunzcyk

Sister Beneficiary
Daughters of Mary of the
Imaculate Conception

Janice Zdunzcyk

To avoid contaminating the Section 8A review with a board conflict of interest, Conroy may file a limited-scope Section 8A describing sale proceeds going to OLGH, Inc.. He may seek to delay dissolution, and divide dissolution into three steps: sale, repayment of loan to DM, Inc. and only later attempt a distribution of net assets to DM, Inc. This would evade an AGO review of the full plan in the light of potential conflict of interest until the sale is a fait accompli.

The board even has a financial interest in delaying dissolution to evade audit of the unsubstantiated and questionable loan due to DM, Inc. from OLGH, Inc. thereby collecting millions without AGO oversight immediately after the sale. Protecting Massachusetts charitable assets requires validating the loan figure before repayment of DM, Inc. We have demonstrated that the DM, Inc. loan balance on recently prepared 2018 financial statements prepared was $632,756 higher than on 2018 Form 990's previously filed with the IRS. In 2019 the loan discrepancy from previously filed 2019 Form 990's increased to $1,087,535. The financial statements were submitted in November, 2020 under AGO public charities investigation. The financial statements note that in 2019 $417,279 was added to the loan due DM, Inc. for payments made not to OLGH, Inc. directly, but by DM, Inc. "on behalf" of OLGH, Inc. Since financial statements were not endorsed by the auditing accountants due to lack of record keeping, that indirect addition to the loan balance is uncorroborated. DM, Inc. and Marc Roos may owe OLGH, Inc. for legal fees, PPP funds, inappropriate sponsorship fees, etc. The unaudited loan balance will have increased further since 2020.

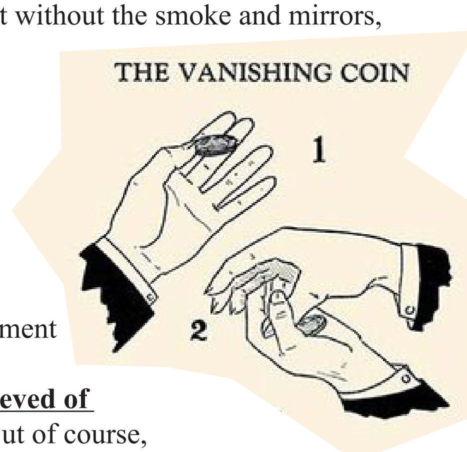
Explanation of the full plan

G. Scenario #1: Dissolution plan with sale to for-profit developer and distribution to DM, Inc. (Acquisition by non-profit must be transfer)

> *The Board of OLGH has determined to explore selling the 20 Charlesgate West property to a buyer that will commit to utilizing the property in whole or in significant part for the purpose of affordable housing.* ***Because the property is not currently utilized as affordable housing, this represents a significant commitment on the part of OLGH to further affordable housing in the Fenway area*** *that OLGH hopes will benefit the broader community..*
>
> Kevin Conroy, Esq., Foley Hoag
> Letter to Margaret Turner, Esq.
> October 4, 2021

The OLGH Board proposes to liquidate the OLGH building by market sale to an affordable housing developer, with a deeded use-restriction to affordable housing, in significant part. Following liquidation of the building, OLGH, Inc. would dissolve by distributing all OLGH, Inc.'s remaining net assets as funds to DM, Inc..

The plan is simple and seductive. Who isn't in favor of more affordable housing? I was confused for twenty-four hours after receiving Conroy's letter. I knew something was wrong... but what? Then I saw that without the smoke and mirrors, he proposes the following set of Orwellian propositions:



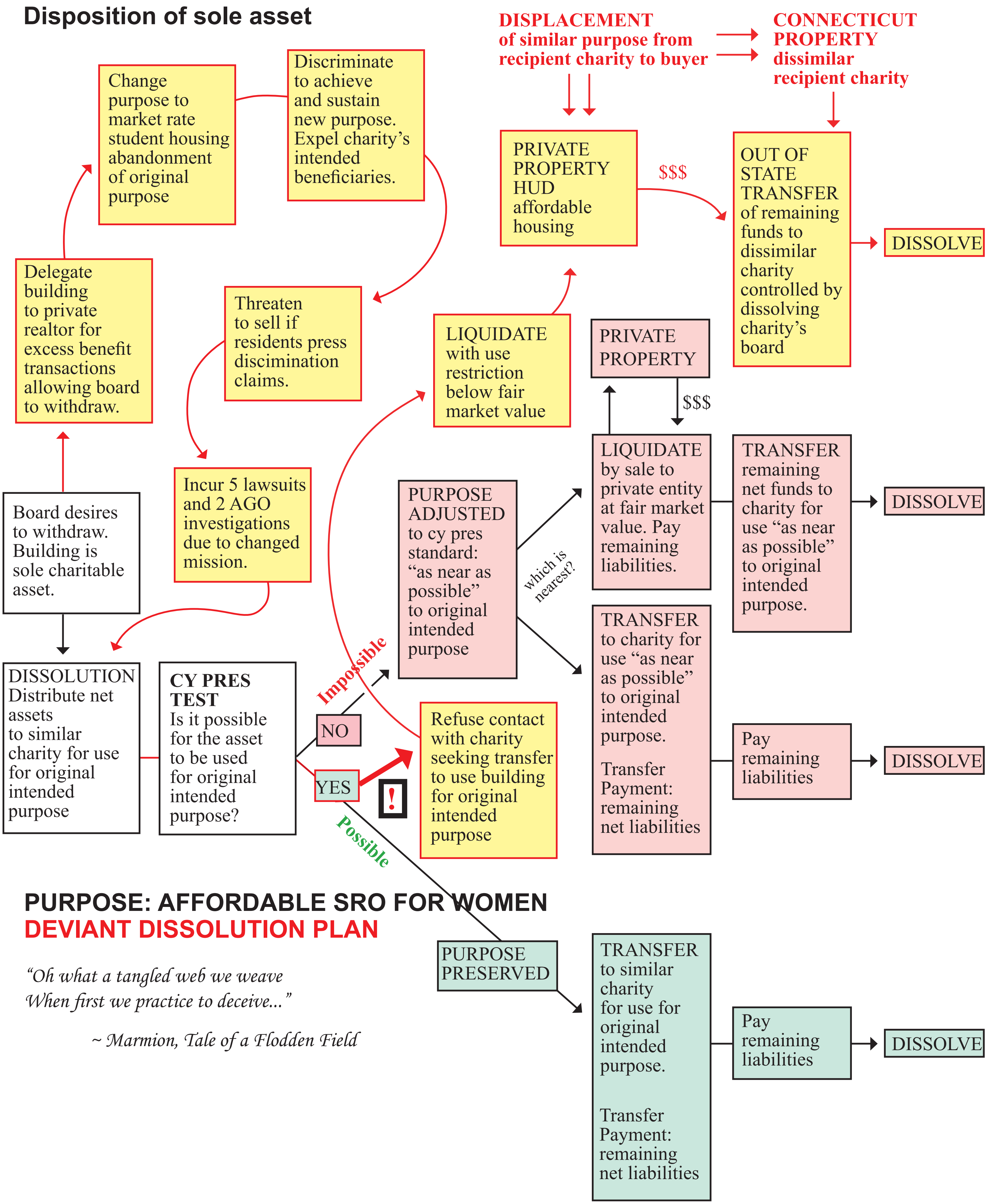
- A fair market sale is a donation of assets;
- A for-profit affordable housing developer is a non-profit charity;
- A "Congregation of Women Religious" in Connecticut has a purpose similar to an SRO for women in Boston;
- A fully-occupied, affordable SRO with a positive cash flow is D.O.A.;
- Receiving millions in cash is not beneficial to a Related Party

The deceptive appearance of legal compliance is created by chopping the simple requirement to transfer the remaining assets to "a recipient charity with a similar purpose" into two unrelated pieces. **<u>The for-profit developer is assigned the similar purpose, but is relieved of being a charity. DM is assigned the charity status, but is relieved of being similar.</u>** But of course, "a recipient charity with a similar purpose" is an indivisible whole and the two requirements apply to a single entity. It must, to safeguard Massachusetts charitable assets. Otherwise charitable assets can be entirely appropriated from the state of Massachusetts, as the plan illustrates.

Conroy is performing a sleight of hand. His deliberate use of the AGO legal phrasing *"to further affordable housing in the Fenway area"* evokes compliance with charities law. But in so doing, he implicitly admits knowing the illegality of the plan even as he obscures it: *DM, Inc.* does not further affordable housing in the Fenway area. By the same phrase, he reduces OLGH's purpose of affordable SRO housing for women to merely *"affordable housing."* For what else would the plan *"further"* if not OLGH's purpose? But he simultaneously asserts that the OLGH Building is <u>not</u> (*"currently utilized as"*) affordable housing. Is he admitting the board's abandonment of mission over the past decade, in renting to students rather than low-income Boston women, and using that very breach of trust as a selling point for the plan?

100% LOSS OF MASSACHUSETTS CHARITABLE VALUE AND PURPOSE

Building becomes private property. Charitable assets funds belong to Connecticut.



PURPOSE: AFFORDABLE SRO FOR WOMEN

DEVIANT DISSOLUTION PLAN

"Oh what a tangled web we weave
When first we practice to deceive..."

~ *Marmion, Tale of a Flodden Field*

H. Scenario #2: Dissolution plan with sale to a for-profit and distribution recipient unknown. (Acquisition by non-profit must be transfer)

The first step in disposition of sole charitable asset is the decision: Transfer or liquidate?

This decision is based on what I am calling a "*cy pres* test" in order to focus attention on initial decision of disposition, where there is a presumption of transfer unless *cy pres* doctrine applies.(In a good faith dissolution, the concept of a *cy pres* test would be unnecessary. A loyal board would never choose to liquidate an asset in full use and end its mission rather than transfer and preserve the program.) According to *cy pres* doctrine, if it becomes unlawful, impossible or impracticable to carry out the purpose of the asset, or it has become wasteful to apply all the property to that purpose, then, <u>and only then</u>, can the original intended purpose be adjusted to a new purpose, as near as possible to the original purpose. In that case, the charity "must provide a *cy pres* or deviation complaint which explains why it is impossible, impracticable or illegal for it to continue with its current activities, why a change in activities is necessary, and how the use of the assets for the proposed activities is appropriate." (AG Guidelines) (You will see below that DM, Inc. invoked *cy pres* doctrine on its own under-utilized motherhouse when it emptied due to lack of membership, changing the mission of the building to an assisted living facility.)

The *cy pres* test asks as yes or no question: Is the original purpose of the asset possible? To justify liquidation by sale, Kevin Conroy must provide the equivalent of a deviation complaint in his Section 8A which explains why the building's continued use as an SRO for women has somehow become impossible. If the asset's purpose is still possible, then liquidation and the change of purpose from SRO rooming house for women is breech of charitable trust.

Cy pres test A: Is the asset's original intended charitable purpose possible?

Our Lady's Guild House is inseparable from its intended charitable purpose. The specific hotel interior structure, the chapel, mural and artworks are the means of serving the charitable purpose established by originator Cardinal Cushing in 1946.

H1. OLGH, Inc.'s original charitable purpose is to provide an affordable SRO lodging house for women in a spiritual atmosphere. This cannot be stripped down to "affordable housing," and in particular, benefit specifically to women must not be deleted. Promoting the welfare of women is at the heart of the purpose. Archbishop Cushing identified the Graylin Hotel for purchase, not an apartment building, because he specifically wanted to create an affordable rooming house largely for permanent occupancy for Boston's single women, but also for short-term stays. The charitable lodging house creates a safe, peaceful community for single women in a spiritual environment. Deep affordability derives from economies of shared space and material minimalism in a communal SRO charity.

H2. Our Lady's Guild House is not under-utilized or deteriorated. It was extensively renovated over the past decade at a cost of $3-$4 million. It is fully occupied and generates a positive cash flow. The board's Offering Memorandum testifies that the building is "well-maintained," states that "the building has undergone major renovation over the last ten years and is 100% occupied" and that it "offers the opportunity to achieve stable cash-flow during the pre-development period." According to the Offering Memorandum, "half of Boston renters are rent-burdened or pay over one-third of their income for rent" and "there is an ever-increasing need for low-cost housing" in Boston. OLGH, Inc. financial statements demonstrate a positive cash flow for 2018 and 2019.

H3. OLGH, Inc. now provides 137 affordable housing units as defined by HUD. OLGH, Inc. falls into the HUD affordable housing category, "Naturally Occurring Affordable Housing." This is housing in which a landlord voluntarily rents at affordable levels, without HUD subsidies and enforcement terms. OLGH current rent levels are well below the HUD 30%-of-income standard of affordability to tenants making no more than 80% of the area median income (AMI).

H4. A realistic future operating budget projects that at current average rents of $851 (40% AMI) the building can generate a positive cashflow of over $500,000 annually. Reduction of average rents to $750 (35% AMI) generates an annual cashflow of $377,000. Use of the first floor as cultural venue and fundraising can allow further reduction in rents. The budget is in line with 2018 and 2019 OLGH, Inc. financial statements in terms of all building expenses except for excess legal expenses from lawsuits, dubious sponsorship fees to the DM Order, and inflated contract service costs initiated by Marc Roos. *(Please see attached OLGH Restored 2022 Operating Budget*)

H5. The charitable purpose of OLGH building is not illegal or impossible due to the current COVID pandemic. The City of Boston has no plan to outlaw hotels or college dormitories. In almost three years, none of remaining elder residents has yet became ill with COVID. The building is fully occupied under current surge conditions.

H6. The charitable purpose of providing traditional SRO housing is not obsolete or unfeasible. Communal SRO housing uniquely meets social and economic needs of low-income single persons by offering shared living spaces.OLGH offers single women materially minimal, stable, socially rich housing with dignity.

A couple or family economizes on housing by sharing common space in a way unavailable to a single woman. Companionship, space, and economies of scale are lost in "Enhanced" SROs (self-contained units with kitchen and bath). Apartments offer shared-space benefits to multi-person households only. Communal SRO housing provides community, companionship, safety and social support to singles at high risk for social isolation. There are over 3,000 square feet of common area for OLGH, Inc. residents on the ground floor alone. In effect, it is a 137-person roommate arrangement, but unlike roommate situations, a permanent community is formed. Craigslist roommate situations are the only other shared-space economies available, but elder women lack access due to age barriers. They desire the stability, autonomy and privacy afforded only by in the SRO.

HUD income categories reflect the heavy financial handicap of being single. HUD 2021 Extremely Low Income limit for a Boston one-person household is $28,200 as compared to $32,200 for a two-person household or $36,250 for a three-person household. Thus Extremely Low Income is $28,200 for a single person, as compared to $16,100 for a person in a two-person household and $12,083 for a person living in a three-person household. OLGH, Inc.'s current market SRO rents averaging $851 are 40% of Boston market studio rents ($2,160) and 33% of 1-bedroom rents ($2,550). A single woman would need income of $86,400 to afford a studio (102% AMI) and $102,000 to afford a 1-bedroom apartment (120% AMI) in Boston. Without being rent burdened, that same woman needs income of only $34,000 to rent at current market rents of $851, and $30,000 to rent at future rents of $750.

Our Lady's Guild House is intergenerational housing. It benefits young women to be with women the age of their mothers and grandmothers, and visa versa. Women can be 99 years old without ever labelling themselves "elderly." Besides being a charity, Our Lady's Guild House lessens the burdens of government in other ways. For example, eighty-four year-old Roberta Frates injured her foot in 2019. Not only were people present immediately to assist her, but other women offered to buy her groceries and lent a hand while she limped around with a walker. Younger women and 24-hour staff instinctively support older women when need arises. Injured and isolated in an apartment, Roberta would have been hospitalized in a rehab at great expense. Single elders can live independently, yet with the safety, security and social support of a multi-generational extended family always present. The maternalism and experience of older women offers emotional security to vulnerable younger women.

H7. The charitable purpose of housing women is not illegal or impossible. One sex/gender charitable schools are permitted; SRO housing with shared bathrooms and kitchens is permitted *only* if they serve one sex/gender only.

H8. Any administrative problems prior to abandonment of mission do not make the charitable purpose impossible because they would result from board's neglect and distant location. Administrative problems, if any, resulted from board's residency in Connecticut after nuns withdrew from the building, and from neglect of fiduciary duties by the board and MRR Management including a lack of quarterly financial reviews by an outside accountant. Local, engaged leadership can ensure sound administrative practices going forward. *(The The OLGH Restored Operating Budget 2022 increases accounting fees to allow for quarterly independent financial reviews.)*

H9. The mission has not become impossible because college students, not low-income women, are the only market for SRO housing. The current 95% student population is not the result of a natural influx of students nor a lack of low-to-moderate income women of all ages desiring rooms, nor excess cost of operating the building. Occupation by students is artifically maintained by systematic discriminatory policies and practices that exclude older and low-income women.

H10. The only obstacle to sustaining the building's original charitable purpose is the OLGH board itself. In 2012 it chose to establish and maintain policies that illegally discriminate against all but transient college students, while denying access to low-income Boston women. Transfer of the building to a local public charity will remove this obstacle.

Cy pres test B: Would sale render the intended charitable purpose impossible?

H11. Sale of the building would not further the purpose of the asset, it would make it impossible. The building is the charity's sole asset and the means of continuing its charitable purpose. It was selected by the charity's creator for its hotel structure and customized with chapel and religious artworks. It uniquely embodies the mission.

H12. Market sale with a use-restriction to HUD affordable housing rules out use of the building as an SRO lodging house for women due to capital funding terms. It is my understanding that HUD does not subsidize permanent SRO housing with communal facilities and that HUD Low Income Housing Tax Credits and Tax Exempt Loans set terms that require conversion into private apartments. Furthermore the proposed development would no longer be dedicated to single women, nor spiritually-based, and may restrict residency to elders or particular target demographics in violation of OLGH, Inc.'s mission.

H13. Sale of the building would harm permanent residents who would be displaced in conflict with charitable purpose. Permanent residents have struggled for more than three years to restore the SRO to its purpose.

H14. Sale of the building would erase the religious legacy and spiritual atmosphere of the building. The lobby mural would be destroyed and spiritual art objects throughout the building would go. (The Offering Memorandum renames the building "20 Charlesgate West" and makes no mention of "Our Lady's Guild House.") *(See Offering Memorandum Alternate A Floorplan Before and After, proposed reduction of 3,000 square feet of first floor common area to a single six-foot wide passageway.)*

H. CY PRES TEST CONCLUSION: The charitable purpose of Our Lady's Guild House Sale is possible. Liquidation by market sale cannot be justified and would be a breach of charitable trust.

I. The sale is an implicit request for exemption from enforcement of public charities law. Public charities law should be universally applied to prevent actual breach of charitable trust. The plan illustrates how exemption from enforcement can permit a 100% loss in Massachusetts charitable assets at dissolution and would set a privatization precedent threatening to the Masssachusetts charitable sector.

J. The plan proposes a modification of charities law whereby the concept of charity is disassociated from its purpose and becomes interchangeable with profit. Public charities law prescribes that a dissolving charity must distribute its net remaining assets to a charity with a similar purpose, in furtherance of the original intended purpose. The plan shifts the requirement of furtherance of intended charitable purpose from a recipient public charity to the private buyer of a charitable asset. This shift falsely equates a for-profit organization with a non-profit public charity, when the relationship to profit is the organizational test for tax-exemption, along with the permanent commitment of assets to charity. (Again, if a non-profit were chosen, the property should be transferred not sold.)

The purpose of a for-profit organization can never further the purpose of a public charity because it is fundamentally opposed to it. The underlying purpose of a for-profit organization is profit. The underlying purpose of a public charity is charity. Equivalence between for-profit organizations and charitable corporations would eliminate any social justification for the existence of public charities.

The plan implicitly alters AGO guidelines to conflate for-profit purpose with charitable purpose, and to conflate sale with donation. As revised by Conroy, AGO guidelines would be revised to this:

> *A dissolving charity must either sell or distribute all its net remaining assets to either a for-profit or a public charity with a similar purpose...*

If DM, Inc. is the proposed recipient, the revised guidelines would continue:

> *...and in the event of a sale, sale proceeds or remaining assets must be transferred to any public charity without regard for how the assets will be used.*

The plan fails to distinguish between the three types of purpose it entangles: Charitable purpose, profitable purpose and governmental purpose. The public benefit of subsidized affordable housing is provided by government, and profits the developer, if the developer is a for-profit.

K. The sale proposes a cost-benefit analysis by which a claimed benefit to the City of Boston (an increase in affordable housing units) outweighs the cost of violating public charities law by ending the life of a viable charity.

> *20 Charlesgate West is an ideal, transit oriented property that will help The City of Boston achieve the goals set in its housing production plan.*
>
> ~ *Offering Memorandum*

The board proposes that Boston's need for HUD-subsidized affordable housing should trump the preservation of a public charity. The board seeks to privatize a charitable asset and yield it to the marketplace, where private developers and investors gain tax credits, tax exempt bonds, and rent subsidies offered as profit incentives for development of affordable

housing, according to the neoliberal embrace of marketization of public goods. The Public Charities Division should stand firm against this dismissal of the continuing social value of 501(c)(3) corporations, which would open the door to privatization of other Massachusetts charitable assets.

L. Accounting: cost-benefit analysis.To justify the dubious quid pro quo, Conroy must account for the actual benefits and costs of the sale, rehabilitation and future utilization and show a net affordable housing benefit to Boston. He must subtract the number of OLGH units lost from the number of units gained following conversion to apartments. OLGH Restored refers to the program after transfer to a charity that agrees to preserve the SRO. Note: The assumption is that a market sale that would require conversion to apartments due to capital funding requirements subject to HUD terms. My intent is not to demonize HUD funded affordable apartment housing, but to assess public costs/benefits of liquidation versus transfer.

L1. OLGH, Inc. currently provides 137 units of affordable housing, and has 3 closed off rooms for a future total of 140 units. HUD defines affordable rents as no more than 30% of the income of a renter making 80% of AMI. OLGH rents are affordable by HUD standards, and fall into the HUD category of "Naturally Occurring Affordable Housing" in which the landlord voluntarily charges affordable rents without HUD enforcement or subsidy. (OLGH Restored can potentially become eligible for subsidies in the future for deeper affordability.)

L2. Conversion to affordable housing would provide as low as 52 to a maximum of 84 units of affordable housing. Calculations are based on Plan A and Plan B in the Offering Memorandum, and Jean Pineda's expectation that 75%-80% of units would be affordable. If 100% of the units were affordable housing the respective figures would be 67 to a maximum of 109 units.

L3. The sale would result in a net loss in affordable housing units. 88 to 56 units would be subtracted from Boston's inventory of affordable housing. Calculations are based Jean Pineda's expectation that 75%-80% of units would be affordable and Alternate A and Alternate B floor plans in the Offering Memorandum. If 100% of the units were affordable housing the respective net losses would be 31 to 73. Net lost units are number of affordable apartment units minus 140 existing affordable SRO units that would be destroyed. (*Please see attached Side-By-Side Comparison OLGH SRO v. Conversion to Apartments, and supporting worksheets Alternate A and Alternate B.)*

L4. The sale would provide less affordable rents (60% to 80% AMI) than OLGH SRO current rents (30% to 40% AMI). HUD affordable housing developers can rent to tenants defined as "Low Income" up to 60% AMI (income of $51,840). OLGH, Inc. rents are affordable to tenants defined as "Extremely Low Income" with 30% to 40% AMI (income of $26,000 to $34,500). OLGH Restored could become eligible for subsidies that will enable rental to minimum-wage tenants earning below 30% AMI.

L5. The sale would have cost to government through misuse of $60 million-plus in HUD Low Income Housing Tax Credits (LIHTC) and tax exempt bonds. The plan would divert affordable housing capital funds and loans from its governmental purpose as market incentive to increase affordable housing units. The sale would destroy existing affordable SRO housing units and replace them with fewer apartment units that are less deeply affordable. 25% of capital funds would be paid to lawyers, accountants, banks, investors and developers to obtain the tax credits, loans and administration of rehabilitation. In a transfer for continuing use as an SRO, the building would already be owned and fully renovated with a tenth of the amount capital funding for transfer payment without funds flowing to middlemen.

L6. The sale would cost government $600,000 to $785,000 annually in rent subsidies, and 40-year subsidies of $24 to $31 million (77% affordable). If the building was 100% affordable housing, annual subsidies would ost $774,000 to $1,013,000 annually, 40-years subsidies would be $31 to $40 million. Subsidy calulations are based on matching OLGH, Inc. Naturally Occurring Affordable housing at 30% to 40% AMI. If the SRO became eligible for subsidies after transfer, the public cost would less than half the cost of apartment subsidies.

L7. Even if conversion to apartments were necessary, a sale can not be economically justified. A donation transfer to a housing charity would reduce governmental funding and financing by $10 million and lower the capital cost per unit and the operating cost per unit. The surplus from receiving HUD fair market value on the units would be applied to the charitable housing purpose, not serve private interests.

L8. The Offering Memorandum projects private developer profits at $876,746 in the first full year following completion of renovations, rising to $1,039,783 annually within ten years. The profits derive from government subsidies which make up the difference between affordable rents and HUD fair market value, guaranteeing income to the developer. As a charity, if the SRO became eligible for subsidies after transfer all subsidy funds would be applied affordable housing.

L9. The sale would squander the charity asset value of $4 million in recent renovations specific to the SRO architectural configuration which would be demolished in conversion to apartments. After the proposed sale the charity would left with $4 million in debt incurred for devalued renovations. $750,000 was spent in 2019 alone renovating 46 shared bathrooms to be demolished.

L10. During the construction period Boston would be short 137 units of affordable housing and permanent residents would be displaced. Longterm residents would be evicted for no-fault. Pending in-kind (leasing) discrimination settlements would be lost and women would be penalized for having enlisted AGO enforcement regarding discrimination, retaliation, and abandonment of mission.

L11. Sale and conversion to HUD affordable apartments would benefit only a private affordable housing developer and its investor partners. (Acquisition by a charity housing organization must be a transfer.)

L12. Sale and conversion to HUD affordable apartments would demolish not only the building's historic interior architecture, art and chapel, but also its unique seventy-year mission as an inclusive community of single women.

Single women: HUD apartments will not be restricted to single women.

Flexible Short-Stays: Short-stay occupancy provides for unforeseen housing gaps and prevent homelessness. Women may separate from partners, suddenly lose housing, visit Boston during family illness, move to Boston without yet having found an apartment, or otherwise benefit from short-term occupancy. Short-stays maintain a constant flux of new residents that add to the social vibrance of the community. OLGH offers hotel-like flexibility and spontaneity that apartment buildings cannot match.

All ages: Profit motives drive affordable housing developers to offer age-restricted elderly housing. Elder tenants are permanent and less trouble, wear-and-tear than younger tenants who are more active and move more often. Elderly housing minimizes vacancy rates and building maintenance costs.

All occupational status: If the building becomes elderly housing most residents will be retired and younger working women and students will be excluded. HUD priorities may restrict tenancy based on target demographics to provide specific programs.

No profit: The charitable purpose would be lost. The purpose of a for-profit developer is profit.

Ecumenical Spiritual environment: For profit reasons, conversion to HUD affordable apartments would almost certainly eliminate the chapel and erase all evidence of the building's Roman Catholic legacy and spiritual mission.

(*Please see attached Side-By-Side Comparison OLGH SRO v. Conversion to Apartments, and supporting worksheets Alternate A and Alternate B.)*

L. CONCLUSION: Contrary to benefits claimed, the sale would result in a net loss in affordable housing units to Boston and would incur only large costs, including destruction of a historic SRO for women.

M. All of OLGH, Inc.'s net remaining charitable assets should be distributed to a Massachusetts public charity which agrees to use the assets to sustain the original intended purpose of Our Lady's Guild House without interruption. DM, Inc. is disqualified to be the recipient charity.

> *11. Do the proposed recipients of funds and/or other property have a similar mission or purpose to the dissolving organization and/or agree to use the funds or property for such mission or purpose?*
>
> *If "no", attach an explanation.*
>
> *~ AGO Final Form PC*

> *That Plaintiff, [NAME OF CHARITY], transfer to [CHARITY(IES) RECEIVING ASSETS] Plaintiff's net funds, property and assets remaining after satisfaction of its lawful debts, obligations, liabilities and expenses, such assets to be used by [CHARITY(IES) RECEIVING ASSETS], for the purpose of [STATE THE SPECIFIC PURPOSES OF THE PLAINTIFF]...*
>
> *~ SJC Interlocutory order*

M1. No claim can be supported that OLGH, Inc. funds are already owned by DM, Inc. through affiliation. Created by the Archidocese, OLGH, Inc. is an independent Massachusetts charity and is not a subsidiary of, nor in parent-child relationship, with DM, Inc. OLGH's financial statements define DM, Inc. as a related party. A sponsoring organization provides services for fees under a sponsorship agreement. DM, Inc. still collects sponsorship fees, but no longer provides the services it originally did when nuns staffed the building without wages, with fees paid to the convent for their communal support. (Unearned sponsorship fees should be recovered from DM, Inc.)

M2. DM, Inc. is not a charity serving a similar purpose and could not use distributed asset funds to continue the intended charitable purpose which is specific to Boston. The purpose of DM, Inc. is a Roman Catholic religious order, "A Congregation of Women Religious," located in New Britain, Connecticut. Any charitable use of funds by DM, Inc. would be an unacceptable deviation from the original intended purpose in misapplication of *cy pres* doctrine. Since the charitable asset can still serve its original purpose, a changed purpose based on funds from liquidation of the viable asset cannot be allowed. Use of funds to support NYC SRO's would not continue the intended purpose of OLGH, Inc., not only because they not in Boston, but because both abandoned their charitable status under the same board in 2012 and are also delegated to Marc Roos.

M3. DM, Inc. is not a Massachusetts charity. Distribution to DM, Inc. would deprive Massachusetts of charitable assets and remove them from AGO jurisdiction to prevent breach of trust. Even if DM, Inc. committed to some use of funds in furtherance of a changed, but similar charitable purpose in Boston, AGO could not enforce charitable trust once DM, Inc. aquired the funds.

M4. OLGH, Inc.'s corporate bylaw provision that would transfer net remaining assets to DM, Inc. upon dissolution does not apply because it violates Massachusetts charity law and was never approved by the AGO. IRS charities law requires charities to adhere to state dissolution law. Corporate bylaws may not be in violation of the law. The current, undated bylaws were created after the Archbishop retired as president of the board, and no earlier than the late 1980's (reference is made to fax machines and electronic communications), probably written by a Connecticut attorney for client DM, Inc. who did not know Massachusetts law. The new bylaws simultaneously restricted the board directors to members of the DM Order.

Over its life cycle, OLGH, Inc. has been non-compliant with Massachusetts public charities filing requirements. OLGH, Inc. did not register with AGO public charities at inception (IRS determination letter, application for tax-exempt status and corporate documents) and has failed to submit manditory annual Forms PC, IRS 990, and audited financial statements since.

Only in November, 2020 under AGO investigation did OLGH, Inc. register, submitting only the amended bylaws with the new dissolution provision. Given that the Archdiocese provided a 36-year mortgage with the building as collateral, it is likely that the original dissolution provision distributed remaining assets to the Archdiocese. In any event, the AGO has never reviewed or approved the amended bylaws. Since the amended bylaws restricted the OLGH, Inc. board to DM, Inc. board and would have resulted in the dissolution transfer of all of the corporate remaining assets to DM, Inc. at dissolution, an 8A Notification and AGO approval was required.

M5. Distribution to DM, Inc. would inure benefit to a related party. Insider Janice Zdunzcyk is board president of OLGH, Inc. and board president of DM, Inc. and Mother Superior of the DM Order and nun benificiary of the DM order. There is a direct financial route from Janice Zdunzcyk as decision maker at OLGH, Inc. to Janice Zdunzcyk as Mother Superior of the DM Order with authority over funds received.

M6. DM, Inc. is an essentially retired religious order with only an estimated 6 to 8 remaining members. By 2001, the the DM Order applied *cy pres* doctrine to their own emptied-out motherhouse which once housed 200 nuns. They applied for HUD funding to convert it to an assisted living facility that reserved only two parking spaces for nuns. The conversion was completed in 2010. The Order owns a campus with 131 acres and five large buildings appraised at $35 million dollars. Beginning in 2000, the order began retiring from all activities, contracting its buildings to secular non-profits. Aside from one anomalous nun in her fifties who is a nurse at Sancta Maria, it appears that the retired order simply holds real estate. At age 72, Mother Janice is the next youngest of the remaining nuns. *(Please see DM, Inc. information, attached.)*

M7. The board of DM, Inc. is untrustworthy: As OLGH, Inc.'s board, they evaded dissolution and changed use of the building in abandonment of it's original intended charitable purpose. In 2012, the OLGH, Inc. board enacted a change in corporate purpose when it turned over its sole asset, the building, to a local private realtor, and delegated to him to act as the board's proxy. Simultaneously the board deliberately and formally initiated a material change in the nature of the activities conducted by the corporation without filing Section 8A Notice.

While not a sale, lease, or exchange, delegation of the building to a private realtor for a fundamentally different purpose meets the definition of an "other disposition" of the building. The notification of change in use of a charitable asset is meant to prevent abandonment of charitable purpose.

> *When the charity proposes to continue with different activities, it must provide a cy pres or deviation complaint which explains why it is impossible, impracticable or illegal for it to continue with its current activities, why a change in activities is necessary, and how the use of the assets for the proposed activities is appropriate.*
>
> *~ AG Guidelines*

The motivation of the board for delegating the building to Marc Roos appears to have been personal retirement. By 2012 all board members were over seventy. Since then two board members have died and two more have retired from the board. The AG Guidelines summarizes the *Hahnemann* court as prohibiting amendment of purpose "whenever the trustees decided to do so." The Guidelines state, "If such changes were permitted without notice to the Attorney General... a charity could "evade dissolution by reconstituting itself and directing all funds to its newly stated purposes" and "might eviscerate the Attorney General's power and responsibility." The purpose of the building, the charity's sole asset, cannot be changed whenever the board decides to do so.

The board/Roos abruptly initiated a set of twelve new policies to expel current residents from the building and devote the charitable asset to the new purpose of offering market-rate short-term rentals exclusively to college students. The website explicitly required residents to be younger than 50 and to be either students or employed. AirBnB units were created and rented to men. The original charitable purpose to provide permanent occupancy for Boston women of all ages at below-market rates was terminated and later, publicly disavowed. Roos and DM knowingly made obviously false statements to residents, investigators, and press that OLGH had never provided permanent housing, and its original mission was short-term or "transitional" housing, despite having residents who had lived there for more than three decades. Mother Jennifer distributed a press statement claiming: "OLGH is and always has been a home for single women who are seeking temporary housing and any claims to the contrary are false."

Rents were hiked $100 dollars per month on 30 days notice, and rooms were advertised for hundreds of dollars more on Craigslist. While previously rents had increased in sync with inflation, rents were brought to market rates. Eighty-plus permanent residents were given deadlines to move out or face no-fault eviction. By fall of 2019, the percent of women over fifty years had dropped from 50% to 2%. As the direct result of the combined policies, 95% of the residents are now college students, most international. *(See 2012 Material Change in the Nature of Activities and Impacts)*

M8. The board of DM is untrustworthy: As the OLGH, Inc. board, they oversee ongoing intentional formal and informal discrimination to maintain the new, non-charitable purpose. Since 2012 and continuing into the present the board, with Marc Roos as proxy, practices illegal housing discrimination in violation of public policy and their own corporate by-laws anti-discrimination provision. Massachusetts Commission Against Discrimination, Massachusetts Fair Housing, and AGO Civil Rights Division have found probable cause for discrimination. The board/Roos has also violated landlord-tenant law and obstructed tenant organizing by surveillance, retaliations including evictions, frivolous injunctions, police calls and petty harassment of activist residents.

M9. The board of DM, Inc. is untrustworthy. Delegation of the property to Marc Roos Realty inures in-kind private benefit to both the board and Marc Roos in a conflict of interest with OLGH, Inc. While unaccounted for, the private benefit to the nuns is personal retirement from their fiduciary duties, while retaining control of the charity's real property. When an evicted resident travelled all the way to Connecticut by bus to plead her case personally, Mother Jennifer told her, "Talk to Marc Roos. I'm through with it." As the displacement scandal unfolded, Mother Jennifer and Roos mutually deflected all inquiries to one another, each claiming not to be in authority.

As MRR Management Company setting rent levels and leasing terms, Roos uses insider decision-making power to benefit himself as a Roos Realty in a financial conflict of interest with OLGH, Inc. and its charitable purpose. The private benefit to related party Marc Roos consists of excess benefit transactions in the form of newly-established and automatic application fees, broker fees and lease-renewal fees paid by all new tenants and distributed to Marc Roos Realty, which rarely provides broker services. A survey in October, 2019 found that only 3% of residents had found Our Lady's Guild House through Marc Roos Realty. The OLGH, Inc. website homepage application page directed women seeking rooms to Marc Roos, rather than Roos directing women to OLGH. (Roos also collected automatic broker fees called "rental fees" for every rental in the NYC SROs controlled by the DM Order, with no presence or participation in the NYC rental process.) The elimination of permanent occupancy and restriction to two-years residency, the restriction to college student residents who generally stayed a year or less, all inured private benefit to Marc Roos by increasing the number of broker

and other fees yielded by the high-turnover rate. They doubled up-front rental barrier to low-income Boston women in violation of charitable mission.

The high-turnover rate did not benefit OLGH, Inc. Student rentals actually decreased OLGH, Inc.'s revenues by increasing summer vacancy rates. Rent hikes to market rates, although still affordable at 40% AMI, inured private benefit to Marc Roos by increasing the one-month's rent broker fee amount and violated the charity's mission of renting rooms at no profit. By 2018, OLGH, Inc. rents had increased by 90% over the past decade, while Boston market rents had increased by only 40%. Lease renewal fees were recently increased by changing the maximum lease from two years to one. A conservative estimate of Roos fees annually is $104,000 a year. Roos also created the entity MRR Management to become property manager of the building for $60,000 a year, even though staff roles and levels remain the same, and the building had operated internally managed since the inception of the charity. Expense reimbursements to Roos are uncorroborated.

Roos Realty private profits are an unaccounted-for in-kind payment for the personal retirement of the board at the cost of the charity, its mission and its residents. Seeking personal retirement, the board should have dissolved the corporation in 2012 and distributed the building by transfer to a Massachusetts housing charity.

M10. As the OLGH, Inc. board, the directors of DM, Inc. violated their of duty of loyalty and incurred significant costs to OLGH, Inc. OLGH, Inc. has paid hundreds of thousands in legal fees between 2012 and 2021. Because of failure to file financial reports, legal fees from 2012 through 2014 are unknown. For 2015 through 2019, legal fees totalled $146,940 and plus a settlement of $34,000. Higher-rate Foley Hoag legal fees have mounted since then, while five lawsuits and AGO investigations are pending. OLGH, Inc. has paid for at least two public relations firms to deal with press inquiries. The exclusive rentals to students caused losses estimated at $1 million in the first year of the pandemic, when colleges closed and students returned to their homelands. None of the permanent residents gave up their rooms. If the building had adhered to its mission, only 10% to 15% of the residents would have left. The board also spent an estimated $400,000 to construct AirBnB units on the ground floor, in violation of mission. Only a few years later Boston outlawed their use. *(Estimate based on permit values, available on request.)*

M11. As the OLGH, Inc. board, the directors of DM, Inc. violated their fiduciary duties. The board failed to file manditory annual AGO public charities financial reports or give notice of material changes; they did not keep bookkeeping records, invoices or receipts and auditing accountants would not validate their financial statements; their belated financial filings in November, 2020 exhibited large discrepancies between IRS 990s, Massachusetts Form PC and Financial Statements.

M12. As the OLGH, Inc. board, the directors of DM, Inc. are in a breach of trust by proposing a sale that would destroy Our Lady's Guild House and apparently inure benefit to related party DM, Inc.

Conclusion

On October 12, 2018, the residents' attorney Margaret Turner met with Bob Russo, OLGH's housing court lawyer) to negotiate protection of residents from imminent evictions. In a follow-up letter on October 23rd, Margaret wrote to Bob:

> *Before responding to your offer, we would like to make sure that we have a common understanding of the alternatives to accepting your offer and dismissing tenant claims. When we spoke last week, you mentioned that, if Our Lady's Guild House tenants were to continue to press their claims notwithstanding your offer, or if the City or the Attorney General's office were to press your client, your client would shut down Our Lady's Guild House and sell the property. You indicated that the property is in a prime location with a high market value. You indicated that the proceeds of the sale would be transferred from Our Lady's Guild House, Inc., to the Daughters of Mary of the Immaculate Conception, to be used for for their activities around the world.*
>
> *In our view, your client's vision of what would occur upon closure or sale of Our Lady's Guild House overlooks clear principles of charities law set forth by statute and caselaw that would govern any such plans...*

On September 24, 2021 the Boston Guardian reported that the OLGH Restoration Coalition sought transfer of the building to a Boston housing public charity. Two weeks later, on October 5th, publicists for the board members issued a press release announcing a market sale and had already created the Offering Memorandum brochure.

On October 18th, housing court attorney Bob Russo emailed Margaret Turner:

> *Margaret,*
>
> *I will no longer be representing OLGH, and have sent my Notice of Withdrawal of Appearance in all cases to Kevin Conroy. Copies are attached. You should contact him in the future. His e-mail address is[—], and his telephone number is [—].*
>
> *I am certain that your clients are delighted with the proposed sale.*
>
> *Bob*

The OLGH women never backed down and continued to press claims. (Like now.) Three years later the evictions placed on hold by Shafaq Islam of the Civil Rights Division in 2019 have been passed on for safekeeping to Kevin Conroy, who has reserved his ability to prosecute evictions whenever possible. With five pending housing discrimination lawsuits and two AGO investigations pressing, the client is selling the building as threatened in 2018. And as Bob said, according to Jean Pineda, other than AGO approval of the sale, the client's single concern is "cash to the client."

The question is, who is the client? Our Lady's Guild House, Inc — or Daughters of Mary of the Immaculate Conception?

On October 5, 2021, based on the October 4th press release announcing the sale, Banker and Tradesmen reported:

> *Jean Pinado, former CEO of Madison Park Development Corp. and now an executive vice president for Colliers,* ***will represent the New Britain, Connecticut-based order of nuns*** *in marketing the property.*

Who does Foley Hoag represent? Who does the public relations firm represent?

Thank you for considering this long pre-review.

Sincerely,

Lydia Eccles

ATTACHMENTS:
Side-by-Side Comparison ~ SRO v. Conversion to Apartments:
Worksheets for Alternate A and Alternate B
Floor plan for Alternate A Common Areas Before and After
OLGH Restored Future Operating Budget 2022
2012 Material Change in Nature of Activities
A Retiring Order - Daughters of Mary
OLGH Photo Album

cc: Shafaq Islam
Deputy Chief, Civil Rights Division

All shall be well, and all shall be well, and all manner of things shall be well.

Mystic Julian of Norwich (1360)
Earliest surviving English language works by a woman

Assumption: Sale at restricted use market value **ELEMENTS OF ORIGINALLY INTENDED PURPOSE**	**OLGH Communal SRO**	**ALTERNATE A HUD conversion to apartments**	**ALTERNATE B HUD conversion to apartments**
Religious foundation	yes	no	no
Boston, Massachusetts	yes	yes	yes
Women	yes	no	no
Traditional SRO (communal, not "enhanced")	yes	no	no
Single/1 person households only	yes	no	no
Communal facilities baths, kitchens, common areas	yes	no	no
Permanent and short-stay (hotel-like)	yes	no	no
All ages (over 18)	yes	unknown	unknown
All occupations - student, working, retired	yes	unknown	unknown
Affordable - No Profit - charitable	yes	no	no
Community oriented	yes	N/A	N/A
Ecumenical	yes	N/A	N/A
BUILDING FEATURES SPECIFIC TO ORIGINALLY INTENDED PURPOSE			
Hotel interior configuration	preserved	destroyed	destroyed
Chapel	preserved	destroyed	destroyed
Mass services (serving public)	preserved	eliminated	eliminated
Common area 3,000 plus square feet	preserved	destroyed	destroyed
Historic spacious lobby, concierge desk, brass mailboxes	preserved	destroyed	destroyed
Religious mural and Catholic art obects	preserved	eliminated	eliminated
Building name: Our Lady's Guild House	preserved	eliminated	eliminated
ACTUAL COSTS OF CONVERSION TO APARTMENTS COMPARED TO EXISTING CHARITABLE SRO			
Displacement of current tenants	0	137	137
Contruction period/no housing offered	no interruption	1 year	1 year
OLGH SRO affordable units (30%-40% AMI)	140		
Affordability AMI % (OLGH current rent $851)	39% AMI	50% AMI	50% AMI
Affordability AMI % limit (OLGH future rents $750)	35% AMI	50% AMI	50% AMI
Monthly rent paid by tenant	851 or 750	1,080	1,080
AMI tenant total income at current rents of $851	34,030	43,200	43,200
AMI tenant total income at future rents of $750	30,000	43,200	43,200
Conversion number of units if 100% affordable	0	109	67
Net lost affordable units if 100% affordable		-31	-73
Conversion number of units if 77% affordable	0	84	52
Net lost affordable units if 77% affordable		-56	-88
Annual subsidies if 100% affordable	0	1,013,916	774,345
40-year subsidies if 100% affordable	0	40,556,640	30,973,800
Capital funding for purchase (HUD benefits)	0	15,000,000	15,000,000
Capital funding for reconstruction (HUD benefits)	0	50,000,000	50,000,000
Low Income Housing Tax Credits	0	9% or 4%	9% or 4%
Tax Exempt bonds loans	no	yes	yes
Lost value of renovations over past decade (in place)	0	4,000,000	4,000,000
Capital funding for transfer payment (OLGH liabilities)	5,000,000	0	0

******If the SRO qualifies for subsidies going forward, annual and 40-year subsidies would be less than half the amount of HUD-financed conversion to apartments.***

Offering Memorandum

ALTERNATE A	**Studios**	**1 Bed**	**1 Bed +**	**2 Bed**	**TOTAL**
Floor 0	2	2			
Floor 1	11	4			
Floor 2	14	4			
Floor 3	14	4			
Floor 4	14	4			
Floor 5	14	4			
Floor 6	14	4			
Total units	83	26			109
Section 8 Fair Market Rents	1,658	1,826	1,826	2,205	
Rent limits 30-60	1,410	1,510	1510	1,812	
50% at Section 8 FMV monthly rents	68,807	23,738	0	0	92,545
50% at 60% AMI monthly rents	58,515	19,630	0	0	78,145
Total monthly income	127,322	43,368	0	0	170,690
Total annual income					2,048,280
Less: 5% vacancy rate					-102,414
Net annual rent to landlord					1,945,866
Offering Memorandum projection:					
Annual rental income					*2,049,768*
Less: 5% vacancy					*-102,488*
Net annual rental income					*1,947,280*
OLGH AMI affordability at avg $750	35%				
OLGH annual income affordability	30,000				
OLGH tenant average rent at 35% AMI	750	750	750	750	
Total monthly tenant rents at 35% AMI	62,250	19,500	0	0	81,750
Total annual tenant rents	747,000	234,000			981,000
Net annual subsidy					1,067,280
Less: 5% vacancy rate					-53,364
Net annual subsidy					1,013,916
40 years subsidy (without inflation)					40,556,640
Units if 77.5 % affordable housing	64	20			84
Annual subsidy if 77.5 % affordable housing					785,785
40 years subsidy (without inflation)					31,431,396

Offering Memorandum

ALTERNATE B	**Studios**	**1 Bed**	**1 Bed +**	**2 Bed**	**TOTAL**
Floor 0	2	2			
Floor 1	1	3	2	2	
Floor 2	1	4	2	4	
Floor 3	1	4	2	4	
Floor 4	1	4	2	4	
Floor 5	1	4	2	4	
Floor 6	1	4	2	4	
Total units	8	25	12	22	67
Section 8 Fair Market Rents	1,658	1,826	1,826	2,205	
Rent limits 30-60	1,410	1,510	1510	1,812	
50% at Section 8 FMV monthly rents	6,632	22,825	10,956	24,255	64,668
50% at 60% AMI monthly rents	5,640	18,875	9,060	19,932	53,507
Total monthly income	12,272	41,700	20,016	44,187	118,175
Total annual income					1,418,100
Less: 5% vacancy rate					-70,905
Net annual rent to landlord					1,347,195

OLGH AMI affordability at avg $750	35%				
OLGH annual income affordability	30,000				
OLGH tenant average rent at 35% AMI	750	750	750	750	
Total monthly tenant rents at 35% AMI	6,000	18,750	9,000	16,500	50,250
Total annual tenant rents	72,000	225,000	108,000	198,000	603,000
Net annual subsidy					815,100
Less: 5% vacancy rate					-40,755
Net annual subsidy					774,345
40 years subsidy (without inflation)					30,973,800

Units if 77.5 % affordable housing	6	19	9	17	52
Annual subsidy if 77.5 % affordable housing					600,117
40 years subsidy (without inflation)					24,004,695

Unclear if Offering Memorandum was suggesting 2 Bedrooms as market rate.
No income projection was provided for ALTERNATIVE B.

FIRST FLOOR - Colliers "Alternative A"

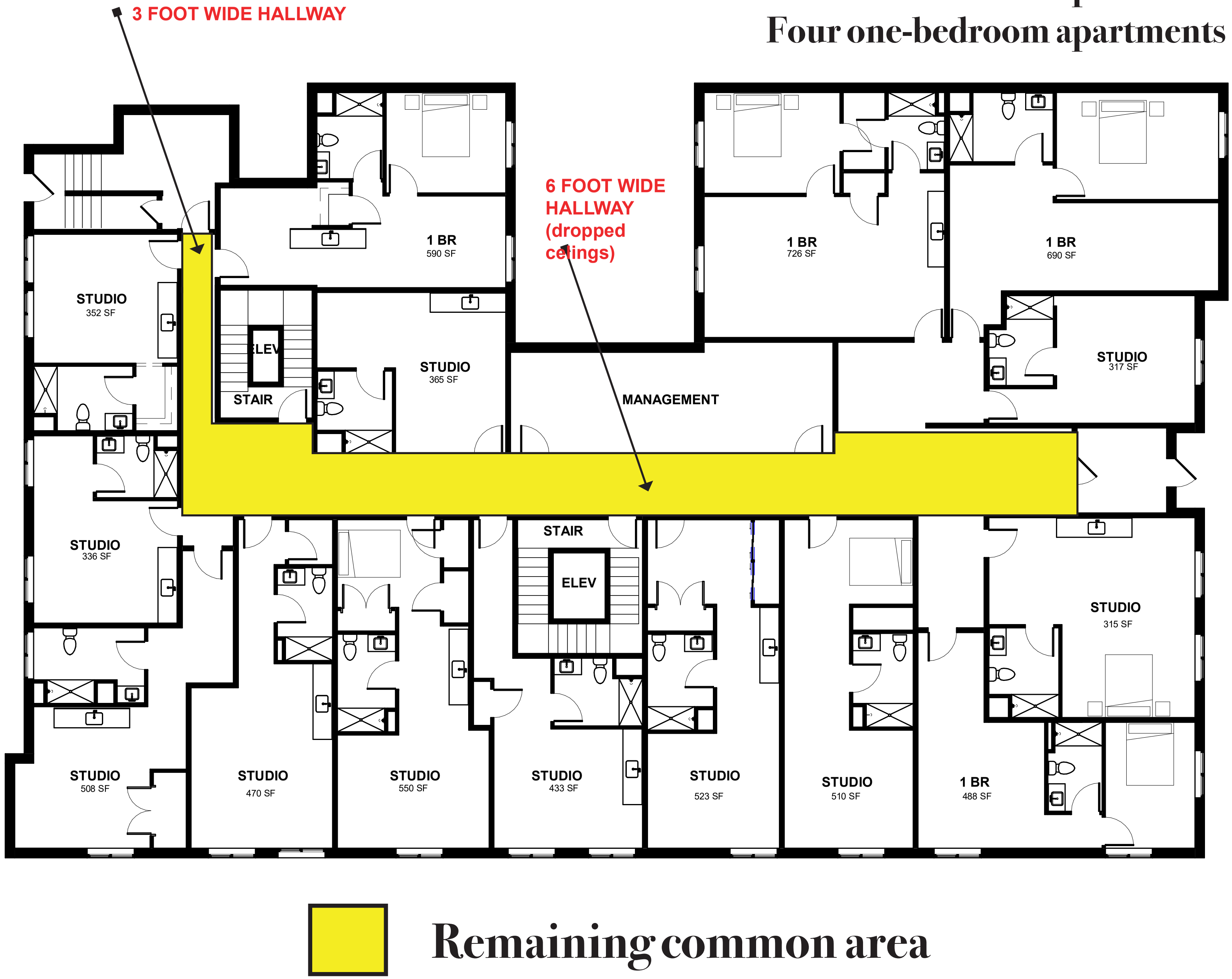
Destroyed commons

The historic grand hotel lobby, built in 1901, 14-foot ceilings, plaster molded detail,fine woodwork, marble-topped concierge desk, lobby furnishings, wide staircase, brass mailboxes and mailroom, and 300 s.f. hand-painted Renaissance-style religious mural, are all demolished. They are replaced with a straight 5-foot wide passage with dropped ceiling. Resident common areas are 100% eliminated-- full eat-in kitchen, large dining hall, living room, conference room, as well as staff kitchen. The chapel and its sacristy, is still in public use, is demolished and numerous sculptures and art works connoting religious origins and spiritual ambiance are removed.Concierge front desk staffing is replaced with automated security. Even the name Our Lady's Guild House becomes banal: "20 Charlesgate West" in the erasure of history and destruction of a pubic charity established in 1946, and running successfully until 2012.

3,005 Square feet of historic common area to demolished.

FIRST FLOOR - Colliers "Alternative A"

Eleven studio apartments
Four one-bedroom apartments



Remaining common area


WITHOUT SIN PRAY FOR US WHO HAVE RE-COURSE TO THEE

137 ROOM CHARITY LODGING HOUSE FOR WOMEN ~ A MISSION RESTORED 2022

Our Lady's Guild House 2.0 preserves the chapel built by Archbishop Cushing in 1946; The Archbishop purchased and renovated the Graylin Hotel in order to create a charitable corporation to own and operate OLGH as a rooming house for women, and was its first Board President. Masses are held on Sundays.

Financial Summary

Residential rent represents income from 140 furnished rooms rented for an average of $750 a month, and one 2-bedroom apartment on the ground floor, which rents for $2,500 a month. (Current verage room rent under Roos Realty is $851.) The figures below are based upon Corporate policies prior to 2012, with the building entirely managed by full-time on-site Manager/Administrator and front desk staff paid in-house. Cleaning is also budgeted in-house below, with an estimated savings of $27,000 over using a cleaning contract service.

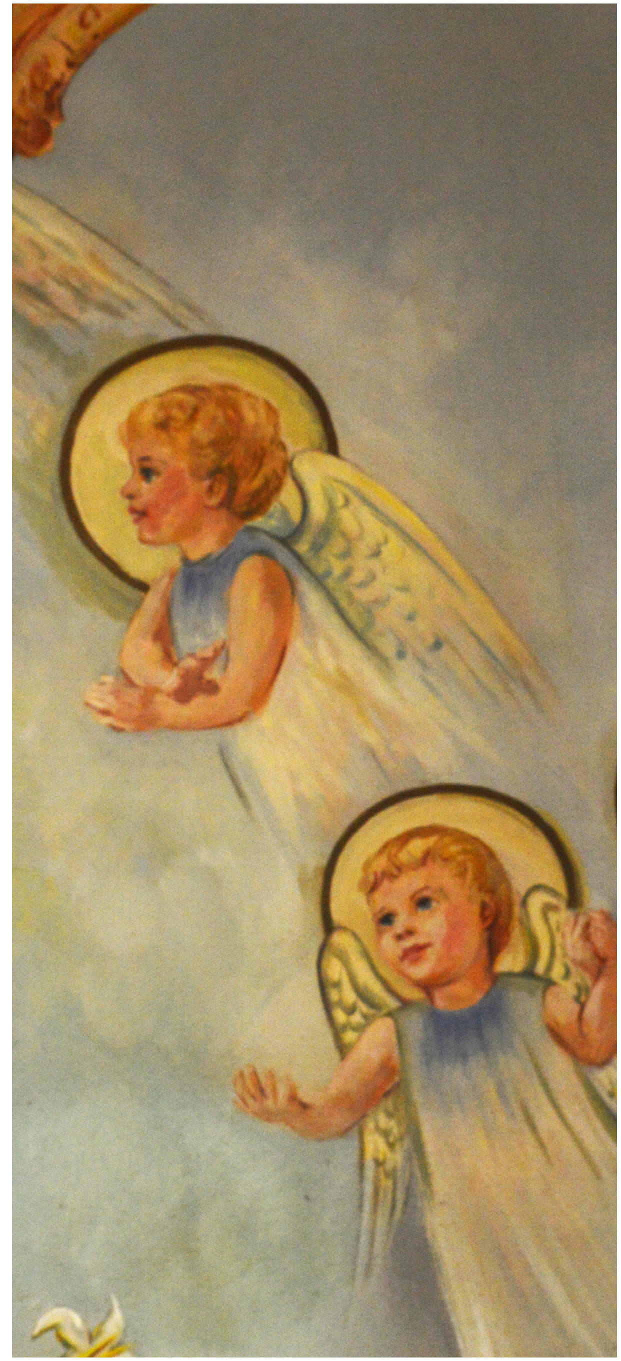
Columns on right (gray) are "Current Operations" from Collier marketing brochure, stated as estimates. These figures are based upon practices over last decade by Roos which inflated operating expenses. *Please see following* ***Financial Detail.***

	OLGH Budget Restored to Mission		Collier Brochure Current Operations	
PROPERTY INFORMATION				
Beds:	140		137	
2 BR Units	1		1	
Total Units	**141**		**138**	
INCOME	**Annual Total**	**Per Unit**	**Annual Total**	**Per Unit**
Residential Rent, Rooms	1,260,000	9,000	1,400,460	10,222
2 BR Unit	30,000	30,000	30,000	30,000
Less: Vacancy/Bad Debt @ 5%	-64,500	-457	-71,523	-518
Laundry ($130/unit)	18,200	130	not included	
Effective Gross Income	**$1,243,700**	**$8,891**	**$1,358,937**	**$9,847**
EXPENSES	**Annual Total**	**Per Unit**	**Annual Total**	**Per Unit**
Management Fee (On-site Manager)	0	0	63,000	457
Administrator/Manager	100,000	709	100.000	725
Other Personnel and Program	348,616	2472	201,981	1.464
Contract Services (All In-House)	0	0	342,669	2,483
Professional Fees	16,000	113	86,188	625
Repairs & Maintenance	150,000	1,064	207,779	1,506
Utilities	154,000	1,092	157,126	1,139
Real Estate Taxes	73,340	520	73,340	531
Insurance	24,002	170	24,002	174
Total Operating Expenses	**$865,958**	**$6,142**	**$1,256,085**	**$9,102**
NET OPERATING INCOME	**$377,742**	**$2,679**	**$102,852**	**$745**

Financial Detail

Full OLGH 2018/2019 Financial Reports begin on page x.

	INCOME	OLGH Restored	OLGH 2019	OLGH 2018
Note 1	140 rooms at average $750/month (current average $861)	1,260,000	1,371,882	1,336,741
	1 2-bedroom on first floor at $2,500/month (market)	30,000		
	Gross rents	1,290,000		
	Less: 5% vacancy/bad debt	-64,500		
	Effective Gross Room Rental Income	1,225,500	1,371,882	1,336,741
	Laundry at $130 per unit	18,200		
	Multi-faith chapel / Multi-use events	*potential*		
	Other income (includes investment)	*potential*	4,299	1,657
	Total Income	1,243,700	1,376,181	1,338,398
	EXPENSES			
Note 2	Full-time on-site Manager/Administrator	100,000		
	Concierge/front desk (24 hours)	179,553		
	Custodian/repairs labor (1 full-time, handyman as needed)	60,709		
	Cleaning labor (2 half-time plus extra for room turnovers)	53,171		
	Payroll service (ADP quote)	2,200		
Note 3	PAYROLL, including all overhead (see attached detail)	395,616	245,194	229,963
Note 4	Management fees, Roos ($60,000) and Kulak ($48,000)		108,000	108,000
Note 5	Contract services		326,351	316,080
	TOTAL STAFFING AND MANAGEMENT	**395,616**	**679,545**	**654,043**
Note 6	Activities		4,595	5,173
Note 7	Dues and fees	4,000	3,935	3,679
Note 8	Gifts and charity		17,778	17,228
	Insurance	24,002	22,859	14,541
	Office	12,000	12,957	11,249
Note 9	Professional fees (quarterly review, annual reports)	14,000	10,800	9,180
Note 10	Legal fees	2,000	71,284	11,826
Note 11	Property tax (charitable exemption lost in 2014)	73,340	83,470	51,368
Note 12	Repairs and maintenance (elevator, plumbing, electrical)	150,000	100,400	265,761
Note 13	Supplies (liners, bulbs, cleaning)	40,000	49,485	22,035
	Utilities	154,000	149,644	156,409
	Miscellaneous	1,000	3,142	0
Note 14	Decrease excessive surveillance system (prof fees)	-4,000		
	TOTAL GENERAL EXPENSE	**470,342**	**536,469**	**558,571**
	TOTAL OPERATING EXPENSE	**865,958**	**1,216,014**	**1,212,614**
	OPERATING INCOME	**$377,742**	**$160,167**	**$125,784**



RECONCILE TO OLGH, INC. 2019/2018 FINANCIAL REPORTS

OPERATING INCOME	377,742	160,167	125,784
Less: Depreciation expense		318,276	420,410
NET INCOME (matches reports)		**($158,109)**	**($194,626)**

Note: depreciation expense prior to 2012 was negligible.

NOTES

Note 1 RENTS: There are 140 rooms. Several rooms on second floor were closed off and not in use.

Note 2 ADMINISTRATOR: Budget allows salary of $85,000. Adminstrator is paid $70,000 by Roos.

Note 3 PAYROLL: Roos channels payroll through MRR Management and may be charging commission or have his realty staff on payroll.
Please see page x for full detail of budgeted payroll.

Note 4 MANAGEMENT FEES: Karen Kulak management fees of $48,000 per year were included in Repairs and Maintenance on OLGH 2019/2018 Financial Reports

Note 5 CONTRACT SERVICES: Roos terminated OLGH in-house payroll, fired concierge staff and custodian, and established payroll with MRR Management, with possible commissions to MRR. He replaced front desk concierge with contract labor. security (minimal pay). It is not known whether 2 COVID PPP loans (total $100,000) he received to support OLGH employee retention were paid to OLGH.

Note 6 ACTIVITES: Probably catering of Thanksgiving, Christmas and Easter holiday reception for residents in dining hall.

Note 7 DUES AND FEES: May be Archdiocese chapel fee.

Note 8 GIFTS AND CHARITY: Paid to Daughters of Mary order.

SINGLE PEOPLE, SROs and ECONOMIES OF SCALE

BOSTON MARKET RENTS as of October, 2019 (before Pandemic)

	Unit Price	Price Per Person Single	Price Per Person Couple/Family
Median rent	2,650	2,650	1,325
Studio	2,160	2,160	1,080
1 bedroom	2,550	2,550	1,275
2 bedroom	2,900	1,450	966
3 bedroom	3,200	1,067	800
SRO - OLGH	750	750	NA

Family can access additional economies of scale by putting 2 children in one bedroom.

SROs offer single people economies of scale, potentially much greater than apartments, through shared commons similar to or exceeding that of families who occupy apartments. OLGH currently offers residents at least 4,000 square feet common living space. (3,000 square feet on floor one alone.) With economies of scale provided by 140 units, SRO housing can be cheap and socially rich and spatially luxurious at the same time.

PROOF OF BUDGET REALISM OF PRE-ROOS OPERATIONS

In 2011, Mother Jennifer stated to residents that OLGH operating expense totalled $675,000. She made this statement to justify a sudden rent increase of $100/month as strategy to replaced residents with students payimg market rents began. Thus, if anything, she overstated expenses.

Operating Expense, 2011	675,000
19.5% inflation 2011 through 2019	131,625
Property Taxes (Exemption lost in 2014 due to gentrification)	73,340
Savings by in-house cleaning payroll, not contract services	(27,000)
Adjusted pre-Roos Operating Expense	852,965
OLGH Budget Operating Expense herein	865,958
OLGH BUDGET IN EXCESS OF PRE-ROOS ADJUSTED BUDGET	**$12,993**

Note 9 PROFESSIONAL FEES: Accounting fees. OLGH budget increases accounting fees to allow for quarterly review for oversight of Manager/Administrator, and annual governmentl charity reports and Financial Reports. Under Roos, account filed 990 with IRS and provided financial reports to Board only. No Massachusetts manditory annual reports were filed until 2019, at which time 2015 through 2019 filings were submitted.

Note 10 LEGAL FEES: Legal fees under Roos were entirely for the pursuit of evictions, harrassment injunctions, settlements and defense from lawsuits for discrimination, including AGO Civil Rights investigation. This is backed up by fact that from 2001 through 1005, the two similar NYC SROs managed by DM both had no legal fees at all. All 3 SROs began incurring large legal fees when management was given to Roos.

Note 11 PROPERTY TAX: OLGH lost its Boston property tax exemption in 2014, after a displaced tenant called Assessing. It should be possible to regain exempt status and eliminate property tax expense. Boston Assessing guidelines state exemption for *"real estate owned by or held in trust for a charitable organization and occupied by it or its officers for the purposes for which it is organized..."*

Note 12 REPAIRS AND MAINTENANCE: OLGH figures are excessive and appear to be "slush". Other than elevator service calls, minor plumbing, pest control, room turnovers is only maintenance that occurred. Bathroom remodelling costs may have been partially expensed rather than capitalized. Roos may mark up service calls.

Note 13 SUPPLIES: Building uses trashliners, bulbs, cleaning products. Roos may mark up supplies.

Note 14 NOTE 14: Roos installed continually expanding surveillance equipment with software for surveillance by off-site Manager. Surveillance software and service calls is likely in Reparis and Maintenance.

PAYROLL DETAILS - MAINTAINS ALL CURRENT LEVEL OF HOURS WORKED

All same schedule as current operations.	WEEKLY MANHOURS	ANNUAL MANHOURS	HOURLY WAGE	ANNUAL COST
MANAGER/ADMINISTRATOR (on site)				8
Gross pay (Roos pays $70,000))	40	2,080	salary	85,000
Taxes AT 10% (FICA, Medicare, Unemp)				8,500
Health insurance %66 of $8,400 ann. prem.		$5,544	1 employee	5.544
Workers compensation at .06%				51
TOTAL MANAGER ADMINISTRATOR				**99,095**
Round off				**100,000**
CONCIERGE/FRONT DESK ($16/hour)				
Gross pay 3 8-hr shifts per day, 4 EEs	168	8,736	$16	139,776
Premium pay, overtime sub, vac and sick			$10	3,200
Total Gross Payroll				142,976
Taxes AT 10%		$5,544		14,298
Health insurance %66 of $8,400 ann. prem.			4 employees	22,176
Workers compensation				86
TOTAL CONCIERGE/FRONT DESK				**179,535**
CLEANING ($16/hour)		2,080		
Gross pay - 2 cleaners half-time	40		$16	
Current schedule: weekdays, 9am to 1pm				33,280
Note: industry norm is up to $14/hr.				
Contract cleaning is $32 to $36/hour		224		
Room turnovers:65 @ 4 hours			$16	3,584
Total Gross Payroll				36,864
Taxes at 10%		$5,544		3,686
Health insurance			2 employees	11,880
Workers compensation at 2.01%				741
TOTAL CLEANING				**53,171**
(Contract cleaning estimated at $85,000)				
CUSTODIAN ($20/hour) and HANDYMAN		2,080		
Custodian Gross pay	40		$20	41,600
(current schedule, unskilled-trash, bulbs, misc)		$5,544		
Taxes at 10%			1 employee	4,160
Health insurance				5,544
Workers compensation at 2.01%				836
TOTAL CUSTODIAN		240		52,140
HANDYMAN - Non-employee repairs/ paint			$35	8,400
TOTAL CUSTODIAN AND HANDYMAN				**60,709**
PAYROLL SERVICE (based on ADP quote)				**2,200**
TOTAL PAYROLL AND RELATED				**$395,616**

FAILURE TO FILE SECTION 8A ~ Evasion of dissolution and abandonment of mission Disposition of sole asset resulting in material change in nature of activities with inurement of benefit to related parties.

Disposition was delegation of building to private realtor Marc Roos, along with a simultaneous abrupt change in use of building from its original intended charitable purpose of providing below-market permanent residency for low-income Boston women to a non-charitable purpose of providing market rate, short-term residency for transient, out-of-state college students. Marc Roos was the agent executing the changes as proxy for the board.

The change in use is a quid pro quo arrangement benefiting Marc Roos and members of the board. Roos derives benefit from new residency terms, policies and practices as profits to Marc Roos Realty and MRR Management. The board's retirement from fiduciary duties is in-kind benefit to board. All policies and practices were executed with knowledge and consent of the board. When protests and scandal erupted, the board and Roos mutually deflected responsibility to one another, each claiming not to be the decision-maker and refusing to respond to inquiries except through a public relations firm. Policies which include overt, covert and disparate impact age, disability and source-of-income discrimination have had direct capital and operating costs to the charity, including mounting legal fees. Student occupancy caused pandemic losses estimated at $1 million as colleges eliminated in-person attendance and nearly all students vacated the building.

NEW POLICIES AND PRACTICES FOR A FUNDAMENTAL ALTERATION OF OPERATIONS

1. Cosmetic renovations and new furnishings to rebrand buildings for market-rate student housing. Burdened charity with capital costs, interest expense and debt. Renovations were financed by DM, Inc. at 4% annual interest. Approximate cost of $4 million of which an estimated two-thirds was cosmetic. Benefit to Roos.

2. Rents hiked to market maximum for new residents. Rents of existing low-income residents increased by $100/month on thirty days notice. Previously rents were at no-profit rates and were raised only to cover inflation. Benefit to Roos.

3. Establishment of 2-year residency limit, generating turnover-rate of less than two years. Permanent residency revoked. Permanent residents given deadlines to move out. A minimum of 80 women displaced from permanent housing, many having lived at OLGH for decades. From 1947 through 2012, OLGH offered permanent housing. Massachusetts Commission Against Discrimination found probably cause for intentional discrimination by disparate impact policies. Benefit to Roos.

4. Pursuit of no-fault evictions based on non-renewal of leases. From 1946 through 2011, OLGH never enacted no-fault eviction. Legal costs for housing court includes settlements expensed to the charity. Benefit to Roos.

5. Pervasive surveillance system and violations of landlord-tenant law to obstruct tenant organizing in protest of changes: surveillance stalking, retaliatory evictions, harassment including frivolous police calls and injunctions.

7. Illegal discriminatory advertising and rental practices including: explicit website homepage resident age limit of 50 years; homepage restriction of residency to students or employed women, with leasing requirement to show proof of student enrollment or paystubs (excluding retired women and those on fixed income); steering to students including listing on local college housing websites; informal discrimination against elders and non-students in the rental process. Costs to charity in legal fees defending against discrimination claims. Benefit to Roos.

8. Establishment of automatic broker fees, application fees and lease renewal fees payable to Roos. Tenants can only lease through Roos. Full month fees on all leases, for rentals as short as two months. Broker fees create new cost barrier against low-income applicants. Replaced previous policy of direct rental at the OLGH, Inc.on-site administration office without fees. Benefit, and excess benefit, to Roos, who provides broker services to only 3% of renters (October 2019 survey).

9. Establishment of fixed-term leases to replace former tenancy-at-will agreements. From 1947 through 2012 OLGH offered a flexible tenancy-at-will similar to a hotel. Leases were mechanism for imposing broker fees and pursuing no-fault evictions to displace original residents and maintain high-turnover. Roos recently reduced the maximum lease length from two years to one year yielding him additional renewal broker fees at $150 for second-year lease renewal.

10. Establishment of unnecessary security deposits. Resident's personal space is a small room subject to monthly inspections, not a full-scale apartment private from landlord oversight. Up-front cost barrier to low-income renters. Maintenance of highly regulated escrow accounts is new administrative burden.

11. Establishment of management fees to Roos, with subcontract to Karen Kulak, totalling $108,000 annually. OLGH bylaws establish management by an on-site administrator directly responsible to the board. The charity was managed and staffed in-house since 1947, first by DM Order sisters, later by paid secular staff. As manager-insider, Roos sets terms for his own benefit and collects unnecessary fees for management while retaining the same staff level and roles that had historically managed the building without outside manager. Surcharges on payroll service unknown Benefit to Roos.

12. AirBnB rentals, including rentals to men. Mis-use of charitable funds to construct AirBnB rental units priced at $150 and $110 per night which eliminated of resident common areas including a library and a study. Roos commissions on AirBnb are unknown.

BEFORE AND AFTER: DOCUMENTATION OF FUNDAMENTAL ALTERATION OF OPERATIONS

Summary of impacts of changes in Our Lady's Guild House policies and practices

Before is from average 2009-2010 demographics; After is from 2019 building survey
Statistics exclude 7 permanent residents resisting eviction and adjust for vacancy rate

		2009 - 2010	2019	2021
AGE	Women under 30 years old	12%	85%	
	Women 30 years and older	88%	15%	
	Women 50 years and older	50%	2%	
OCCUPATION	Students (known occupations)	13%	75%	95%
	Retired	10%	0%	
DISPLACED PERMANENT RESIDENTS	Women displaced when permanent residency was revoked:	80+		
	Median age of displaced women	66		
INFORMAL DISCRIM-INATION PRACTICES	Rooms rented to women over age 50 from 2015 to October, 2019	1		
	(out of sample of 54 residents)			
	2019 Discriminatory enforcement of time limit: 65% of students resident in 2019 were not told of any residency time limit, were told they could stay for 4 years or for their entire program.			
INCREASE TO MARKET RENTS	Room rents 2011 (small/large)	$500/$550		
	Room rents 2019 (small/large)	$838/$925		
	Rent in excess of inflation 1993-2006	$0/$-15		
	Rent in excess of inflation 1993-2019	$349/$355		
NON-BOSTON WOMEN and AFFLUENCE	2019 International and out of state	90%		
	2019 Percent of students attending Berklee School of Music	30%		
	2019 Berklee Median family income	$116,300		
HIGH TURNOVER RATE	2019 Turnover rate: residents who had occupied a year or less	76%		
EXCESS BENEFIT	2019 Residents who learned of OLGH from Roos Realty (received broker services)	3%	97% paid broker fee without receiving services.	
PRIVATE BENEFIT	2019 Estimated annual Roos broker fees	$104,617		
	2019 Roos Share of management fee	$60,000		
	2019 Estimated Roos annual revenues	$164,617		

Sampling of occupations: Retired, nanny, retail clerk, usher, receptionist, stock person, librarian, house-keeper, disabled, hotel front desk, nurse, student, cashier, maid...

October 2019 Survey details provided on request.

APPLICATION OF CY PRES DOCTRINE TO RETIRED RELIGIOUS ORDER

Daughters of Mary of the Immaculate Conception

Since this publication in 2010 about repurposing under-utilized convent motherhouse, at least five nuns have died, including Mother Superior Jennifer, and two longtime leaders, both now eight-nine, left board. Order appears to have ceased service and are now retired while retaining real estate--131 acres and five buildings purchased by the creator of the order in 1900. Buildings they used to operate as apostolate

U.S. Department of Housing and Urban Development

Archives

A Vision Made Reality

Motherhouse as it looked prior to 2001

In the early 1900s, the motherhouse of the Daughters of Mary of the Immaculate Conception was built in New Britain, CT to house the religious order of nearly 200. By 2001, occupancy had dwindled, and the Daughters began planning for the building's reuse.

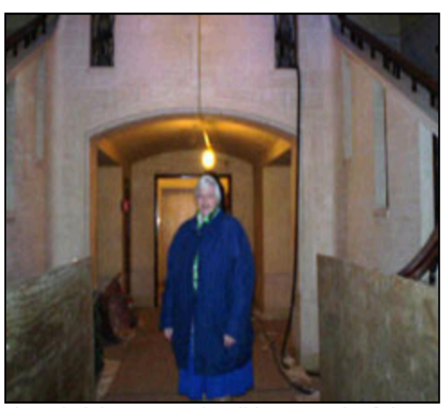
In keeping with the mission of the Order's founder, the late Right Reverend Lucian Bojnowski, and in answering the city's need for more elderly housing and daycare, the Daughters' plans moved forward.

With determination and patience, the Daughters set forth to accomplish their vision. They attended a HUD grant writing class and submitted an application for Section 202 program funding. Virtually unheard of, on their very first try, their application received approval. In addition to receiving $6.3 million in Section 202 program funds, they received $2 million in HOME funds from the Connecticut Department of Economic and Community Development and $100,000 in HOME funds from the city of New Britain.

When complete, the five-story, 88,000-square-foot complex will contain 42 elderly housing units, an adult daycare center, a child daycare center, eight units for visiting Daughters and an executive office. A vision has been realized!

Visit HUD's website to learn more about the Section 202 Supportive Housing for the Elderly program.

Daughters of the Order in front of the Motherhouse



The rehabilitation work will keep much of the marble detailing in place

Content Archived: March 21, 2011

DAUGHTER OF MARY OF THE IMMACULATE CONCEPTION:
Under-utilized convent motherhouse converted to assisted living facility

A charitable organization also may be unable to sustain an interested or active board. In such cases, the board may be faced with difficult decisions relating to whether it is in the organization's best interest to sell its assets and dissolve.

—Office of the Massachusetts Attorney General website

According to Georgetown University's Center for Applied Research in the Apostolate, most religious orders are facing a rapid increase in age and declines in membership. Worries about their own retirement plans and health-care are a reality. Real estate assets are a significant resource...

—Fenway News, Alison Pultinas, Supporters of Guild House Tenants Regroup, March, 2019

A RETIRING ORDER

Daughters of Mary of the Immaculate Conception is a pontifical order founded by Father Lucien Bojnowski in 1904 to aid Polish immigrants in the New Britain, Connecticut area. With over 200 nuns at its maximum point in mid-century, the order provided valuable apostolate services as nurses and teachers not only in the orphanage, school and hospitals they own in New Britain, but also in other charities in Connecticut, New York City, and Massachusetts, including providing services for three SRO charities. The order had begun diminishing by the 1980s.

By 2001, Daughters of Mary of the Immaculate Conception began to prepare for both personal retirement for aging nuns, and for the approaching passing of the DM order itself. This meant engaging others to take over their ongoing campus facilities. DM owns 5 buildings on 147 acres in New Britain, Connecticut valued at $36 million. Actions undertaken since 2007, when Mother Jennifer's troubled reign began, all relate to DM's necessary retirement from active service work. The order had stopped attracting new members by 1985.

2003 - 2004 Contracted campus buildings that DM previously operated to outside non-profits.
The orphanage was leased to the Prudence Crandall Center women's shelter and day care center. St. Lucien's and Monsignor Bojnowski operations were handed over to lay management for the first time. At the Mother House, nuns no longer cooked and cleaned for themselves. Few nuns remained involved with SROs and Santa Maria nursing home.

2005 - 2007 Planned and fundraised for conversion of emptying Mother House to Senior Assisted Living.
Commercial real estate developer Karen Kulak worked closely with Mother Jennifer as project manager.

In the early 1900s, the motherhouse of the Daughters of Mary of the Immaculate Conception was built in New Britain, CT to house the religious order of nearly 200. By 2001, occupancy had dwindled, and the Daughters began planning for the building's re-use.

—HUD grants archive https://archives.hud.gov/local/ct/goodstories/2009-04-14.cfm (posted 2011)

2009 Completed $12 million renovation of the Prudence Crandall Center.
Funded by HUD and the state of Connecticut, the building was contracted to the Prudence Crandall Center non-profit to operate as a women's shelter.

2008 - 2010 Renovated Mother House into affordable senior housing and child-care facility, funded by HUD.
Renovation of Marian Heights cost $14 million dollars, with a $2.8 million dollar solar project added in 2017. A wing of one floor, with a separate entrance and 2 parking spaces, was set aside for few remaining nuns. The building was contracted to Elderly Housing Management, Inc.

2011 - 2014 Delegated independent charity SROs to Marc Roos.
Mother Jennifer delegated to realtor Marc Roos OLGH, Inc and two New York City independent charitable SRO's that shared board with OLGH, Inc. All three were gentrified using the same website template and disciminatory policies.

2014 Key DM leader and board member Sr Mary Mark Pizzotti died.
Sr Pizzotti had been Mother Superior General and president of the board from 1996 through 2006, and Vice President of the Board of DM since 2007. She had directed Sancta Maria Nursing Facility since 1989.

DAUGHTER OF MARY OF THE IMMACULATE CONCEPTION: A RETIRED ORDER

2018 Took down DM's official website.
The website was last seen in 2018. Sacred Heart Church website link to DM leads to "no IP address found."

2018 Lost 2 more key board members.
Sisters Banach and Milewski retired from the board as of 2019.
At 88 years, both had served on DM boards with Srs Pizzotti and Jennifer since 1996.

2021 President of the board Mother Jennifer died.
Mother Jennifer had been vice president of the board until 2006 before becoming president and DM Mother Superior in 2007.

LIFESPAN OF A RELIGIOUS ORDER

6 NUNS - 1904 Formation of the Order in New Britain, Connecticut.

200 NUNS - 1930 - 1970 DM nuns worked in hospitals, schools and rooming houses in New York City, Boston, Cambridge, and Ware, Massachusetts. Until 1983, nuns cooked meals for residents in the rooming houses. Thirty nuns worked at Sancta Maria Hospital alone. The leadership group that ended in February 2021 with Mother Jennifer's death had entered the order during this time period.

80 NUNS - 1994 *"Although the sisters once did all of the cooking and cleaning, there are lay people now to do most of that work. It has been 5 years since a new nun joined the order... Forty of the sisters live in the mother-house. As more retire, the order is depending more on lay people. St. Lucian's Home for the Aged is now being run, for the first time in nearly 70 years, by a lay person...We started with six people and it grew up to what it is now. Maybe it's a dearth right now, and hopefully we'll get more members," she said. "We have to live in hope that, as our founder would say, `If it's the work of God, we'll survive.."* —The Harford Courant, July 24, 1994

60 NUNS - 1999 *"The order has dwindled to about 60 nuns, most of them elderly. Half work and provide for the others. The median age is 70, and the order recently went 10 years without a single new member. The Daughters seriously need new sisters..."* —The Hartford Courant, October 30, 1999

52 NUNS - 2004 "*...Although the order is small, with 52 members today, those members operate facilities in three states, Mother Pizzotti said...*" —The Hartford Courant, July 26, 2004

21 NUNS - 2007-8 Catholic Directory lists 21 nuns, in 2016, but obsolete address and contact information reveals that information had not been updated since the renovation of Marian Heights. The obsolete figure and contact remains in the directory today.

12 NUNS - 2010   "*...The conversion of the convent began a decade ago as the number of sisters living there dwindled from almost 200 in its heyday to 12. A school the order once ran on the 147-acre wooded property closed long ago."*   —The Hartford Business Journal, April 12, 2010

Since April, 2010 (date of Harford Business Journal article) 5 nuns have died, including the 2 Mother Superiors who had directed DM since 1996; 2 others retired from the DM board. Three nuns were active board members as of August, 2020. There are few remaining nuns (estimate 6 to 8), all but one in their seventies and eighties. While retired from service activies, the Order owns about $36 million in real estate.

DAUGHTER OF MARY OF THE IMMACULATE CONCEPTION:

HISTORY OF BOARD AND LEADERSHIP:
Five nuns had led DM since 1996

2001
Sr Mary Mark Pizzotti (Pres)
Sr Mary Jennifer Carroll (Vice Pres)
Sr Mary Lucille Banach
Sr Mary Claire Milewski
Sr Mary Concepta
Sr Mary Christine
Sr Mary Honorata
Sr Mary Aline

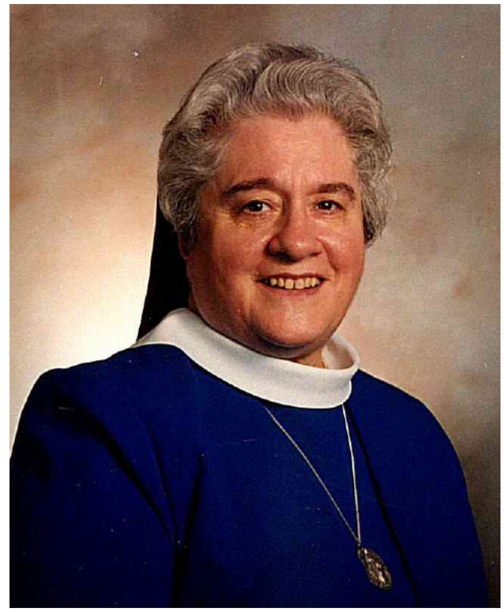
2005
Sr Mary Mark Pizzotti (Pres)
Sr Mary Jennifer Carroll (Vice Pres)
Sr Mary Lucille Banach
Sr Mary Claire Milewski
Sr Mary Janice Zdunczyk
Sr Mary Catharine Sirotnak
Sr Mary CelineSeh

2008 -14
Sr Mary Mark Pizzotti (Vice Pres) -- *died in 2014*
Sr Mary Jennifer Carroll (Pres)
Sr Mary Lucille Banach
Sr Mary Claire Milewski
Sr Mary Janice Zdunczyk

2015-18
Sr Mary Jennifer Carroll (Pres)
Sr Mary Lucille Banach -- *left board in 2019*
Sr Mary Claire Milewski -- *left board in 2019*
Sr Mary Janice Zdunczyk

2019 - 2020
Sr Mary Jennifer Carroll (Pres)
Sr Mary Janice Zdunczyk
Sr Mary Catherine Sirotnak -- *replaced retired members, on board in 2005*
Sr Mary Theresa Tinana -- *replaced lost board members*

2021
Sr Mary Janice Zdunczyk
Sr. Mary Catherine Sirotnak *(see board of 2005)*
Sr Mary Theresa Tinana



Former president of the board Sister Mary Mark Pizzotti died on 12/24/14 at age 80. She entered in 1954.
Mother Mary Mark kept OLGH to its charitable purpose through 2006.

Mother Jennifer became president of the DM, Inc. board in 2008. After conversion of the mother house to an assisted living facility was completed in 2010, she turned to delegating board fiduciary duties for OLGH, Inc. and two other independent SRO charities in NYC to Marc Roos. She died in February, 2021 at 75 years.

DAUGHTERS OF MARY OF THE IMMACULATE CONCEPTION

Real Estate Holdings in New Britain, Connecticut

The Order previously conducted its charitable activities in these buildings.

Now buildings are contracted out to other non-profit organizations.

Description	Year built	Gross area	Replacement Cost	Net of Depreciation
Land		131 acres		8,141,700
Building 1	1962	101,938	11,835,122	7,337,800
Building 2	1925	44,496	6,853,201	3,769,300
Building 3	1920	84,115	14,563,881	10,194,700
Building 4	1962	38,815	2,940,449	1,529,000
Building 5	1900	1,216	247,494	158,400
Building 6	1940	5,856	230,668	143,000
Building 7	1982	44,121	5,125,583	3,844,299
644 Burritt St	1925	6,656	325,664	218,200
TOTALS		**327,213**	**$42,122,062**	**$35,336,399**

314 OSGOOD AVE

Location	314 OSGOOD AVE	**Mblu**	D4B/ 2/ / /
Acct#	69200314	**Owner**	DAUGHTERS OF MARY OF
Assessment	$25,078,270	**Appraisal**	$35,826,100
PID	1183	**Building Count**	7

Current Value

Appraisal			
Valuation Year	**Improvements**	**Land**	**Total**
2017	$27,684,400	$8,141,700	$35,826,100

Assessment			
Valuation Year	**Improvements**	**Land**	**Total**
2017	$19,379,080	$5,699,190	$25,078,270

OUR LADY’S GUILD HOUSE
Photo Album

Photos by Lydia Eccles 2016-2020

A Lodging House for Women
at 20 Charlesgate West in Kenmore Square
Created by Archbishop Cardinal Cushing in 1946 and gifted to
Daughers of Mary of the Immaculate Conception
1947 through 2021

TO BE HOTEL FOR CATHOLIC WOMEN—Hotel Gralyn, purchased by Catholic Archdiocese, will be known as Our Lady's Guild House.

Hotel Gralyn Will Become Home for Catholic Women

Our Lady's Guild House entry

A mission statement of values in the lobby

Renaissance-style mural in the lobby

Mural detail

Community liiving room and TV room - a common areas to receive visitors until 11 pm.

Community dining room off the kitchen, with grand piano and late-night snack machines

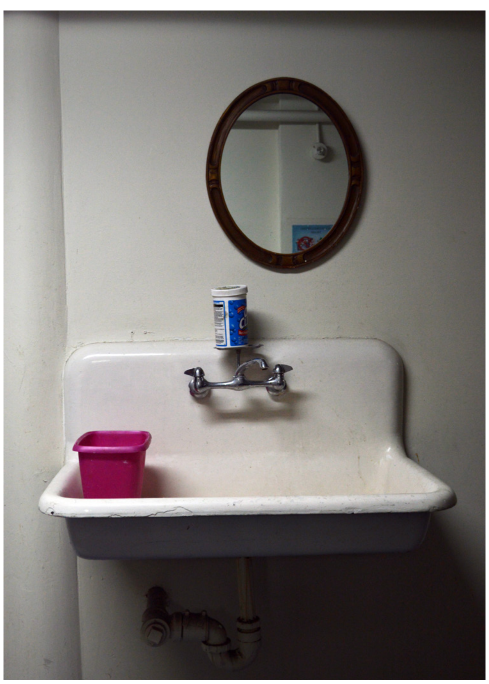
Lifesize statue by first floor chapel

Conference room furnishings and community kitchen

Sunday morning place setting for mass attendees

Seasonal lobby decorations always appear.

Upper floor private hallways are furnished with common areas for reading and socializing.



In the basement laundry room, residents can use machines or do laundry for free by hand, and can use utility sinks to dye their hair. A previous permanent resident offered hair styling for cut-rate fees.

Lifesized statue at the entry doors to the chapel.